

NIGHTBREED

A Screenplay

By

CLIVE BARKER

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FADE IN:

1. TITLE SEQUENCE.

1.

The SCREEN blazes orange, over which the first CREDITS appear. Then we PULL OUT. The blaze is the setting sun, sinking below a rural horizon. Once it disappears, darkness rules. And luminous against the blackness:

Clive Barker's NIGHTBREED

As the rest of the TITLES run we are offered glimpses of fantastic monsters: erotic, mysterious, terrifying, beautiful. Music, a mystic theme: slow, incantatory.

The last CREATURE in the parade turns to glance at us. As it does so a flash of brilliant sparks leaps across the SCREEN, burning out the night image with light. The image becomes a CLOSE UP of a welding job ...

2. SCENE DELETED.

2.

2A. INT. GARAGE. CALGARY.

2A.

Sparks fly from the welding. We PAN UP to the worker, in overalls. It is BOONE. His face is partially masked. We TRACK AWAY from him, past another worker, EDDIE, towards the door of the garage. Appearing in it, an attractive woman in her mid-twenties, LORI. A second worker, DWAYNE, moves towards her, and - while we're still at a distance from them - hear a shouted exchange (of which we can make little sense) over the echoing din in the place. DWAYNE turns back towards the CAMERA, and yells.

DWAYNE
(yells)

Boone!

Now BOONE looks up. Sees LORI. Turns off his torch.

DWAYNE (Cont)
You got a visitor.

BOONE takes off his mask. The face beneath is clean-lined, and handsome. Sweat beads glisten on his forehead. He pulls off his gloves and wipes his brow with an oily hand, leaving a dark smudge there. Then he grins. The haunted look leaves his face momentarily.

Continued:

2A. CONTINUED (1)

2A.

He starts towards LORI, still smiling. The other TWO MEN watch him enviously. DWAYNE gives BOONE a sour little look as he walks past, then wanders over to EDDIE. They watch, and occasionally exchange conspiratorial whispers, throughout the next dialogue.

BOONE shows his oily hands to LORI. She shrugs and embraces him anyway. They kiss. BOONE's hands stain her T-shirt.

LORI

Good news.

BOONE

What?

LORI

The gig's confirmed.

BOONE

Great.

LORI

Tomorrow night. You will be there?

BOONE

Of course.

LORI

I know what a busy social calendar you've got.

BOONE

Give me a break.

From outside, the sound of car-horn.

LORI

I got to go.

BOONE

(takes hold of her arm)
What about tonight?

LORI

Yeah?

BOONE

Your place or mine?

LORI

Mine.

Continued:

2A. CONTINUED (2)

2A.

She kisses him again, then heads away, as the car-horn continues to blare. BOONE turns back into the garage, running the gauntlet of DWAYNE and EDDIE's strange, silent stares. There's more than envy here, we read. He smiles to himself as he puts on the mask. Puts a flame to the torch. It roars into life.

3. SCENE DELETED.

3.

3A. INT. DECKER'S OFFICE. EARLY EVENING.

3A.

By contrast, a muted soundtrack. A cold plush environment, warmed only a little by the light of the fading sun. On the wall, a painting of dancers. We TRACK PAST it to a picture, set in front of a window with partially closed Venetian blinds. At the desk the elegant, troubled features of DOCTOR DECKER, a psychiatrist in his early 40's.

As we MOVE IN on him, there's a knock at the door.

He looks up from his musing, irritated to be interrupted, but betraying more of that in his voice.

DECKER

Yes. Come in.

Enter YVONNE, his secretary. Middle-aged, efficiently dressed.

YVONNE

Will that be all for tonight, Doctor?

DECKER

Yes.

YVONNE

Don't forget the Institute want you at six tomorrow, not seven.

DECKER

(distracted)

I hadn't forgotten. Thanks.

YVONNE

Well, goodnight then.

DECKER

Goodnight.

YVONNE exits. The outer door closes. DECKER passes his eyes over the papers spread on the desk, and eventually takes an envelope from under a file.

Continued:

3A. CONTINUED (1)

3A.

Opens it. Takes out several photographs. Glances at them, a look of restrained disgust on his face. He sighs. Passes his hand over his face. Then, clearly not relishing the task ahead, punches a number out on the telephone.

4. SCENE DELETED.

4. *

4A. INT. BOONE'S APARTMENT. EARLY EVENING.

4A. *

The 'phone rings in an environment of complete chaos, the antithesis of DECKER's room. BOONE emerges from the bathroom, towel around his middle, passing through a bright patch of orange light as he goes to the 'phone. He picks it up, drying his hair as he talks.

BOONE
(into phone)
Boone.

5. SCENE DELETED.

5.

5A. INT. DECKER'S OFFICE. EARLY EVENING.

5A. *

DECKER hesitates before speaking, his gaze fixed on the photographs which we still don't see.

DECKER
(into phone)
Aaron. It's Doctor Decker.

6. SCENE DELETED.

6.

6A. INT. BOONE'S APARTMENT. EARLY EVENING.

6A. *

BOONE stops drying his hair. This isn't a welcome call.

BOONE
(into phone)
Yeah? Long time, no speak ...

7. SCENE DELETED.

7.

7A. INT. DECKER'S OFFICE. EARLY EVENING.

7A. *

DECKER
(into phone)
Four months.

8. SCENE DELETED.

8. *

8A. INT. BOONE'S APARTMENT. EARLY EVENING.

8A. *

BOONE
(into phone)
And twelve days. I'm fine. I feel
great.

9. SCENE DELETED.

9. *

9A. INT. DECKER'S OFFICE. EARLY EVENING.

9A. *

DECKER
(into phone)
Good. But I need to see you.

BOONE
(thru phone)
Why?

DECKER picks up one of the photographs again. This
time his face is impassive.

DECKER
(into phone)
Not on the 'phone. I have to see you
in the office. As soon as possible.

10. SCENE DELETED.

10. *

10A. INT. BOONE'S APARTMENT. EARLY EVENING.

10A. *

BOONE
(into phone - nervy)
I'm sane, man. No psychotic
episodes. No bad dreams.

DECKER
(thru phone)
There may be reasons for that, Aaron.

BOONE
(into phone)
Yeah. I'm healthy.

DECKER
(thru phone)
I'd like to believe that. Really I
would.

BOONE
(into phone)
So believe it. It's true.

11. SCENE DELETED.

11. *

11A. INT. DECKER'S OFFICE. EVENING.

11A. *

DECKER

(into phone)

I'm still in my office. You can
come now. I'll wait.

BOONE

(thru phone)

I can't. I'm on my way out..

DECKER

(into phone)

Dancing?

12. SCENE DELETED.

12. *

12A. INT. BOONE'S APARTMENT. EVENING.

12A. *

BOONE

(into phone)

Not exactly.

DECKER

(thru phone)

Tomorrow then. It's urgent.

13. SCENE DELETED.

13. *

13A. INT. DECKER'S OFFICE. EVENING.

13A. *

BOONE

(thru phone)

Okay.

DECKER

(into phone)

Don't let me down, Aaron.

BOONE

(thru phone)

I'll be there.

DECKER puts the phone down. We PAN OVER to his briefcase, which he gives an enigmatic glance. Then he gets up, opens the briefcase, stares at something inside, and finally goes to the window, parting the blinds with his fingers.

DECKER

(afraid)

God help us both.

14. SCENE DELETED.

14. *

14A. EXT. CALGARY. NIGHT.

14A. *

The sun finally sets behind the city scape.

15. SCENE DELETED.

15. *

15A. EXT. LORI'S APARTMENT. NIGHT.

15A. *

We MOVE UP to a window, to BOONE, who is staring out, clearly disturbed by something. From behind him, LORI speaks.

LORI

Boone?

BOONE

Yeah.

LORI

He probably wants to see how you're getting on. It's only a few months.

15B. INT. LORI'S APARTMENT/BEDROOM. NIGHT.

15B. *

The apartment isn't large, but it's stylish/funky. The bed is unmade. LORI is sitting on the edge of the bed. BOONE turns from the window.

BOONE

But I'm okay. I'm fine.

LORI

I know that. I saw you make yourself well, Decker helped but it was you finally. You pulled yourself out the other side.

BOONE

I know what people think. The way they watch me, waiting for me to fall apart.

LORI

You're being paranoid.

(regrets the remark)

What I mean is ...

BOONE

Yeah. Yeah.

LORI

(gets up)

I love you Boone, I want us to be together. Not in a year's time. Now.

Continued:

15B. CONTINUED (1)

15B.

BOONE

I'm here.

LORI

Not near enough. You drift off.

BOONE

I'll never leave you, you know that.

LORI

You want to go dancing?

BOONE

No. No. I want to go home.

LORI

I thought you were going to stay over.

BOONE

Tomorrow. After the gig. I need
... some air.He picks up his leather jacket, and puts it on.
LORI watches him.

LORI

You're okay, Boone.

BOONE

Tell Decker that.

15C. EXT. LORI'S APARTMENT. NIGHT.

15C. *

BOONE steps out of the building, his breath solid
in the cold air. He inhales deeply, then leads off
into the night.15D. INT. LORI'S APARTMENT/BEDROOM. NIGHT.

15D. *

LORI lies on the bed, arm halfway wrapped around a
pillow. The radio plays quietly.16. EXT. RICKMAN HOUSE. NIGHT.

16.

A pleasant house in a pleasant neighborhood. Lights
burn inside.17. INT. RICKMAN HOUSE. NIGHT.

17.

MELISSA RICKMAN emerges from the lounge, with a

Continued:

17. CONTINUED (1)

17.

Dagwood sandwich, a work in progress. She is thirty-five, and going to seed in a gentle way. Her husband, LOU RICKMAN, a similar type, is planted in front of the television.

MELISSA

Okay, you want ham, cheese, pickle,
mustard?

LOU

All of the above and a brewski,
thank you.

MELISSA

You're getting porky, Lou.

SCRIPT CONTINUES SCENE 17 PAGE 7

17. CONTINUED (1)

17.

LOU

(amiable - tries to grab her)
I'm comfortable. I like myself
fat. I like you fat too ...

MELISSA

(secretly amused - she
hushes him)

Keep it down, Lou, you'll wake the
munchkins.

She hears something upstairs, goes to the foot of
the stairs, looks up. Her eldest son, LOU TWO,
waddles into view. He's five.

LOU TWO

Mommy ...

MELISSA

Sweetie, you're supposed to be
beddy-bye.

LOU TWO

I heard something.

MELISSA

What did you hear honey?

LOU TWO

Bad man.

MELISSA

No, everything's okay. You go back
to bed, munchkin, I'll be up to see
you in a minute.

LOU (V.O.)

How's that sandwich coming?

MELISSA

Coming ...

MELISSA disappears from the bottom of the stairs.

18. INT. RICKMAN KITCHEN. NIGHT.

18.

MELISSA enters, moves out of sight. We STAY at the
door. A FIGURE appears dressed in black, knives in
both hands, and crosses to leave the SCREEN again.
We do not see his face. But we hear his labours:
the sound of the blades slicing MELISSA. She
stammers into view, grabbing hold of her slit
throat. Blood bubbles between her fingers. The
FIGURE appears behind her. She turns, as the knife
descends.

19. INT. RICKMAN LOUNGE. NIGHT.

19.

LOU hears a sound, rises and moves towards the kitchen door.

LOU

Melissa?

At the top of the stairs, LOU TWO watches wide-eyed.

20. INT. RICKMAN STAIRS. NIGHT.

20.

LOU TWO's P.O.V. - We see blood running along the hallway.

21. INT. RICKMAN KITCHEN. NIGHT.

21.

LOU reaches the kitchen door and sees MELISSA laid out, dead, on the kitchen table.

LOU

Oh God -- GOD!

LOU enters, the FIGURE emerges from behind him. While we REMAIN at the door watching, detached, LOU fights back, throwing himself back and forth around the kitchen. But the FIGURE is much stronger. We glimpse its face now, it is a mask, with a zipper for a mouth and buttons for eyes, blank. Devoid of compassion, hatred or regret. A death's head, made by a mad child.

Atop the stairs, LOU TWO listens. His baby SISTER cries in her cot. He looks her way then back downstairs. The sounds cease. Silence. Terror on his face.

Then the child's perfect nightmare appears at the bottom of the stairs. The FIGURE, heavy knife in hand, starts to climb, dragging LOU's bloody body after him by the hair.

DISSOLVE TO:

22. SCENE DELETED.

22.

22A. INT. BOONE'S APARTMENT. NIGHT.

22A.

Empty. The phone rings. We MOVE towards the answering machine, which clicks on.

Continued:

22A. CONTINUED (1)

22A.

BOONE
(on tape)
Hi. Please leave a message.

LORI
(thru phone)
Boone, pick up will you? Boone?
Are you there? Boone? Okay, so
don't answer. See you tomorrow ...
G'night.

23. SCENE DELETED.

23. *

SCRIPT CONTINUES SCENE 24 PAGE 10

EXT. RICKMAN HOUSE. NIGHT.

Three patrol cars, an ambulance, POLICEMEN restraining a small CROWD gathered outside. An n.d. sedan roars up, red bubble light flashing and LIEUTENANT JOYCE, fifty, frayed, gets out and moves towards the house. He's greeted by the Medical Examiner, DR BURTON, just exiting, carrying a medical bag.

BURTON

(bitter)

Brace yourself, Lieutenant.

JOYCE

'Same profile?

BURTON

Unmistakable. Doesn't miss a trick.

JOYCE

(anguished)

Kids? Two kids?

BURTON

If it's any comfort, they went quickly.

JOYCE

Yeah. Makes me feel a whole lot better about the sick fuck.

BURTON

Find this guy, Joyce. They say these guys want to be caught. I think this one likes it too much.

JOYCE puts a hand on BURTON's shoulder, then heads up the path to the front door. A ROOKIE PATROLMAN stands on the door step, on the verge of tears.

JOYCE

(gently)

Let's move these tourists back,
Officer.

POLICEMAN

Yes sir.

JOYCE steps inside.

INT. RICKMAN HOUSE. NIGHT.

Dusting for prints, vacuuming for particles, a team of FORENSIC DETECTIVES work the kitchen, as the body of MELISSA RICKMAN is being bagged by PARAMEDICS.

Continued:

LIETUEANT JOYCE moves to another FORENSIC DETECTIVE, gloves on, working on the bloodstains at the bottom of the stairs.

JOYCE

I want fibers from the carpets, upstairs and down and the runners in the hall.

FORENSIC DETECTIVE

(nods - looks up - indicating the body bag)

Tried to pull a blood sample, get a match on stains. She didn't have enough left in her. Fucker drained her.

JOYCE

(jaw clenching)

And the babies?

FORENSIC DETECTIVE

(shakes his head - gallows humor)

Guy must'a trained at a Japanese steak house ...

He instantly realizes it was the wrong thing to say. JOYCE seethes, catches sight of SPIEGEL, a plainclothes detective, smoking a cigarette in the kitchen.

JOYCE

(sharply)

Spiegel, put it out!

SPIEGEL

What's the problem, Lou?

JOYCE

It's not your house, put it out!

All the other COPS freeze. SPIEGEL sheepishly exits to comply.

JOYCE (Cont)

No fucking respect.

FORENSIC DETECTIVE

(quietly)

Same team, Lieutenant.

JOYCE

If we can't protect the kids, what the hell use are we? There's monsters out there!

Continue

25. CONTINUED (2)

25.

Awkward silence. The other COPS gently ease back into their routines. Reining himself back in, JOYCE starts up the stairs to confront the sight he's dreading.

FADE OUT:

FADE IN:

26. EXT. SUNRISE.

26.

The sun climbs above the horizon, behind the cityscape of Calgary. Another day begins.

27. SCENE DELETED.

27. *

28. SCENE DELETED.

28. *

29. INT. DR DECKER'S OFFICE. DAY.

29. *

CLOSE ON a pile of tapes, marked with dates over a period of two years. They're on DECKER's desk.

DECKER

I've been listening to the tapes of our sessions. All two years worth

...

We move from the tapes to DECKER, who gets up from his desk and moves around to the other side. BOONE is sitting on the other side of the desk, his posture far from relaxed. He hates this room. As DECKER moves, we take in the various pictures on the walls. Dance pictures, photographs of Decker with civic dignitaries, crippled children, etc.

BOONE

Why?

DECKER

I've been picking up clues.

BOONE

About what?

DECKER

I'll come to that. When you first came here you know, you were a lost cause.

(MORE)

Continued:

29. CONTINUED (1)

29. *

DECKER (Cont)

Most of my colleagues would have walked away from a case like yours. Schizophrenic, with psychotic episodes. Severe hallucinations. The most they would have done was drug you. But you ... you intrigued me. All the talk of monsters. And Midian. Remember Midian?

BOONE

That wasn't me. I heard about Midian from other people.

DECKER

But you made it part of your private mythology.

BOONE

I suppose I did. It was a place of refuge.

DECKER

Where all your sins would be forgiven.

BOONE

Yes.

DECKER

Do you know what sins?

BOONE

What do you mean?

DECKER

When you imagined yourself being taken off to this invented city, to Midian, what crimes were you going to be forgiven?

BOONE's looking uneasy now. He wipes sweat from his upper lip.

BOONE

You know what I used to scream.

DECKER

God help me, yes. I listened to the tapes all at one sitting yesterday. There's a remarkable consistency in the images you see. Great detail. Almost as though the violence was real.

Continued:

29. CONTINUED (2)

29. *

BOONE

It seemed real. That was my illness.

DECKER

That's what I thought.

BOONE

They were just bad dreams. Midian doesn't exist. Monsters don't exist.

DECKER

But murder does, Boone. Murder's very real. It may start in the mind, but it ends up changing to flesh and blood.

He picks up the envelope we saw in his previous scene, and takes the photographs out.

DECKER (Cont)

Two days ago the police brought me some photographs. They wanted to know if I had any patients who might be capable of what's in these photographs. I'm going to show you them. Are ready for that?

BOONE nods.

DECKER lays the photographs on the table. BOONE picks them up. We get glimpses of what they contain. Domestic horrors. Bloody scenes of corpses caught by the camera in grotesque positions, sliced up and bleeding. BOONE's breath quickens.

DECKER (Cont)

When you talk about murder on the tapes, I thought it was invention. Now I'm not so sure.

BOONE keeps staring at the pictures. The glassy eyes stare hard at him. His breathing is now rapid and shallow. One or two of the images seem to move. Bodies twitch. He drops the photographs.

BOONE

I didn't --

DECKER

Didn't what?

Continued:

29. CONTINUED (3)

29. *

BOONE

They were bad dreams.

DECKER

What you describe in your session
is very specific. Houses; faces --

BOONE

I don't remember --

DECKER

You want to hear?

BOONE

No!

DECKER picks up the photographs. BOONE, highly
agitated, gets up and paces the room.

BOONE (Cont)

You think I did this?

DECKER

Six families killed over a two year
period. All within driving
distance of Calgary ...

BOONE

(fury)

Do you think I did this?

DECKER

I hope to God you didn't, for both
our sakes. We've come a long way
together. I don't want to believe
this any more than you do.

BOONE

But you do.

DECKER

I wouldn't put us through this pain
if I didn't ... if I wasn't ...
afraid you had.

BOONE

(desperate; helpless)

What do I do? God, tell me what to do.

DECKER

I can only go so far on your
behalf. Patient confidentiality's
one thing. Protecting a killer is
another.

Continued:

29. CONTINUED (4)

29. *

BOONE
(breaking down)
Jesus ... Jesus ... Jesus ...

DECKER returns to his desk. Puts the photographs down and picks up a vial of prescription pills. He crosses to BOONE.

DECKER
Listen to me. Take these, they'll help. Go home, and consider what we've talked about. I'm going to give you twenty-four hours to go to the police and answer their questions of your own accord. That's as long as I give you. If you haven't complied by then, I'm afraid I'll have to tell them what I know.

BOONE grabs the pills.

DECKER (Cont)
I can't tell you how sorry I am ...

30. SCENE DELETED.

30. *

31. SCENE DELETED.

31. *

32. SCENE DELETED.

32. *

33. SCENE DELETED.

33. *

34. INT. DECKER'S BUILDING HALLWAY. DAY.

34.

BOONE exits into the hall, forces open the vial of pills, swallows a couple, shaking, trying to control his terror.

SCRIPT CONTINUES
SCENE 35 PAGE 18

BOONE

You, you think I did this?

DECKER

I hope to God you didn't. I want to help you, Boone, I've tried ...

BOONE

Oh my God ...

DECKER

We've come so far together, I don't want to believe it anymore than you do ...

BOONE

(helpless - falling)
What do I do? ... God, tell me what to do ...

DECKER

Boone, I can only go so far with you here. Patient confidentiality is one thing, protecting a killer is another ...

With an anguished cry, BOONE's hands fly to his head, fending off madness. DECKER takes out a vial of prescription pills, takes Boone's by the hands, trying to calm him.

DECKER (Cont)

Listen to me. First. I want you to take these as directed here. I want you to go home and consider what we've talked about. I'm going to give you an opportunity to speak to the police and answer their questions, of your own accord. Twenty-four hours, Aaron. If by then I haven't had word that you've complied, I'll have no choice but to go to them with what I know. I can't tell you how deeply sorry I

...

BOONE grabs the pills from his hands and rushes out of the office.

34. INT. DECKER'S BUILDING HALLWAY. DAY.

BOONE exits into the hall, forces open the vial of pills, swallows a couple, shaking, trying to control his terror.

35. INT. DECKER'S OFFICE. DAY.

3

DECKER sits at his desk, lifts his briefcase, opens it, tosses the folder of photographs into the case. Looking into the case he seems on the verge of some powerful emotion; rage? revulsion? He snaps shut the briefcase. The emotion passes.

36. INT. BOONE'S APARTMENT. DAY.

3

BOONE enters the apartment, his eyes wild. He looks at the guitar case lying on the bed, closes his eyes.

37. BOONE'S HALLUCINATION.

3

This time, the images are more coherent. Sprawled on a bed, a MAN whose wounds are spurting blood. P.O.V. CAMERA MOVES from the MAN to a WOMAN attempting to crawl away though she is badly wounded. The CAMERA catches sight of the killer in the bedroom mirror. It is BOONE, blood soaked.

38. INT. BOONE'S APARTMENT. DAY.

3

Coming out of the hallucination, in dreadful agony.

BOONE
Oh God ... Lori!

39. INT. BOONE'S BATHROOM. DAY.

BOONE washes down another pill with a handful of water.

40. INT. BOONE'S APARTMENT. AFTERNOON.

MONTAGE

BOONE dumps a stack of erudite books on psychiatry onto a large, disc-shaped earthen ashtray.

He throws love-letters, an address book, cards from his wallet on the pile.

He drizzles lighter fluid onto the pile. Ignites a match and lights the pyre.

Tears in his eyes, he adds a photograph of Lori to the rising flames.

Standing in the shower, icy water beating on his head, BOONE momentarily closes his eyes.

41. HALLUCINATION.

41.

Another of the murder scenes come to life. CORPSES pulse with hideous animation.

42. INT. BOONE'S APARTMENT. SHOWER. AFTERNOON.

42.

With a cry BOONE slides to the shower floor, panting, haunted, destroyed.

BOONE
(faintly)
... I did it ... I did it all ...

43. INT. BOONE'S APARTMENT. EVENING.

43.

Behind him, the last of the fire flickers. He looks out through the blinds at the sunset. Takes another pill. Puts on his leather jacket. Picks up the new guitar case. Exits. The door slams.

44. EXT. NIGHTCLUB. NIGHT.

44.

A fashionably run-down honky-tonk. Music emanating from within. BOONE crosses the street towards the entrance, slowly, like a shadow, carrying the guitar.

45. INT. NIGHTCLUB. NIGHT.

45.

LORI is on stage, sexy, vivacious, fronting a tight C & W BAND in a hip rendition of "Johnny Be Angry".

46. INT. NIGHTCLUB. NIGHT.

46.

LORI's P.O.V. looking through the CROWD in front of the stage LORI spots BOONE standing near the entrance, his face in shadow.

Her eyes light up with joy as the song builds to climax. It ends. Applause, cat whistles, foot stomping. LORI's in heaven. She looks out again.

BOONE is gone. The guitar case is leaning against the wall.

47. EXT. HIGHWAY. NIGHT.

47.

BOONE steps into view by the side of the road, watches the traffic.

INTERCUT:

Confused and worried, LORI opens the guitar case. Sees the guitar. Takes a note from under the strings, trying to fight back the intuitive panic rising inside.

BOONE edges out closer to the road. Spots a huge semi with a fully loaded trailer barrelling down towards him.

LORI opens the note and reads: "KEEP THIS. BURN THE REST. ALL WRONG". Hot tears burst from LORI's eyes.

BOONE flings himself in front of the oncoming truck.

CUT TO BLACK:

FADE IN:

A blaze of light. A bustling emergency receiving area. A stern NURSE goes through the pockets of Boone's jacket, which is lying beside him on a gurney. His eyes are closed, face and t-shirt bloody. She fishes out the vial of pills.

BOONE moans, opens his eyes.

NURSE

Lucky you're in one piece, fella.

BOONE

(realizing where he is)
... can't even kill myself ...

NURSE

There's a cheerful thought.
(to an approaching DOCTOR)
I don't know what kind of fuel he's
using, but this guy's cruising at
about 35,000 feet.

The DOCTOR takes the vial of pills, checks the label. Opens BOONE's eyes, shines a pinlight flash on the pupils. BOONE recoils. DOCTOR takes his pulse.

DOCTOR

You don't hit that altitude on
lithium carbonate. Let's get the
prescribing doctor on the line ...
(MORE)

Continued

DOCTOR (Cont)

(finally - to BOONE)

Okay, we're doing all right, aren't we? Tell me, what've you been taking tonight, partner?

BOONE

Lithium ...

The DOCTOR opens the vial, looks at a handful of the pills.

DOCTOR

Lithium? This isn't lithium, my friend.

(to the NURSE)

Let's move him. Observation, let's get an IV, valium/saline, 200 milligrams percodan for pain, as needed ...

(quietly - hands the pills to the NURSE)

We'll have to call this in.

She nods. With considerable effort, BOONE sits up urgently and grabs the DOCTOR's hand, holding the pills.

BOONE

What was I taking?

DOCTOR

(patronizing)

Easy. We won't know until we run some tests. Looks like some kind of lab quality psychotropic hallucinogen. You're on what we used to call a "bad trip" there, buddy. You relax now, you're gonna be fine.

The DOCTOR and NURSE ease BOONE back down onto the gurney. The DOCTOR moves away. The NURSE pulls back the curtain and rolls BOONE across the hall into a semi-private room.

From emergency behind them, a warning BUZZER sounds.

VOICE

(thru loudspeaker)

Code blue! Code blue!

Continued

In an emergency room cubicle, a PATIENT is having a seizure. The NURSE rushes off, leaving BOONE, INTERNS roll the cardiac cart toward the cubicle and curtains close around the scene.

The door to Boone's room swings closed, "shutting out the sounds. BOONE exhales heavily. Closes his eyes.

NARCISSE (V.O.)
(muttering - half-mumbled
ranting)
Shit! Shit! Take me, why won't
you take me?

BOONE opens his eyes. Looks across the room at NARCISSE, a wild man, half-derelict, half-punk, bloodied, his hand bandaged, pacing back and forth like a caged cat, staring out of a large picture window at the night.

51. EXT. HOSPITAL WINDOW. NIGHT.

Looking in at the brightly lit window framed in the dark building, as NARCISSE restlessly moves across it, peering outside.

52. INT. SEMI-PRIVATE HOSPITAL ROOM. NIGHT.

NARCISSE
(low and anxious)
They've gone, they've gone, they
were here, they were coming for me,
where'd they go? Shit!

BOONE
Hey ...

NARCISSE
(turns on him - viciously)
Shut up, shut up! They saw you,
they won't come while you're here,
they won't show themselves to the
likes of you, don't you see that?

BOONE
(placating - knows the type)
Sure, okay.

NARCISSE
Shit! I've missed them, I've
missed them! You scared them off,
you kept them from me!

Continued

NARCISSE paces again, starting to sob and sniffle. BOONE leans back.

NARCISSE (Cont)
(barely audible - between cries)
... Midian ... Midian ...

BOONE's eyes open like a shot.

BOONE
What did you say?

NARCISSE
I said shut up, you want to ruin
everything?

BOONE leaps to his feet, grabs and easily over-
powers the smaller man.

BOONE
What did you say, just now?

NARCISSE
(suddenly friendly)
What did you say, just now?

BOONE
You said Midian.

NARCISSE
(coyly)
Did I? Maybe ...

BOONE
(hurting him - desperate)
What do you know about it?

NARCISSE
It's where the monsters go. It
takes away the pain ...

NARCISSE reaches his hands into his pockets, then
comes out with long, silver, razor-sharp artificial
nails, curved like hooks, attached to his thumbs.
He holds them right at BOONE's throat, ready to
cut. He smiles.

NARCISSE (Cont)
... what do you know about it?

BOONE
(pause; cautiously)
They forgive you there.

NARCISSE

Uh-huh. Ever killed anybody?

BOONE

Yes.

NARCISSE

See, they only take you if you're
worthy. You know what they do to
those who aren't worthy?

BOONE shakes his head. NARCISSE draws one razor-nail lightly across his own throat. A thin trickle of blood runs down his neck. He chuckles.

BOONE

It's real. Midian's real.
(NARCISSE nods; carefully)
And you know ... where it is.
Don't you? We could go there ...

NARCISSE

They sent you. They sent you to
take me.

BOONE

That's right. But first I need to
know ... you have to tell me ...
where it is.

NARCISSE

It's a test?
(BOONE nods; NARCISSE leans
in to him - whispers)
No maps.

BOONE

But you do know. Don't you?

NARCISSE

(looks around; leans in again)
North of Athabasca. East of Peace
River. Near Shere Neck, north of
Dwyer.

Satisfied, BOONE releases him, goes back to the bed, collects his jacket.

NARCISSE (Cont)

(exhilarated)

You'll take me with you, I'm worthy,
you ask anyone, I knew you'd come,
they sent you to take me, I was
waiting. I know, I know, first I have
to show you, that's how it works.

Continue

52. CONTINUED (3)

52.

BOONE is looking out of the window in the door, sizing up his escape.

BOONE

Show me what?

NARCISSE

My true face. That's what these are for.

(he raises his bladed thumbs)
So you can see. I'm not a natural man. Underneath I'm a monster, that's how it works; I show you, then you take me with you ...

He puts the blades to either side of his face. We hear the skin pop.

BOONE

NO!

Blood pours from NARCISSE's face, as he traces the outline of his face.

53. INT. ADMISSIONS. EMERGENCY ROOM. NIGHT.

53.

DR DECKER, who's just arrived with LIEUTENANT JOYCE and TWO POLICEMEN, are speaking with the DOCTOR that examined Boone.

DECKER

(urgent - showing Boone's file)
-- he was an abandoned child, raised by the state first diagnosis of incipient schizophrenia at thirteen, juvenile delinquency, periodically institutionalized through early adulthood -- some violent episodes, never criminally charged as an adult, he's been in my care for less than a year ...

A bloodcurdling scream from the semi-private room rivets the attention of the emergency room.

54. EXT. SEMI-PRIVATE ROOM. NIGHT.

54.

Following the NURSE and an INTERN as they burst into the room and are greeted with the sight of NARCISSE, blood running freely, ripping the last of his scalp off his bare skull, laughing and crying maniacally.

Continued:

BOONE stands near the door, horrified.

NARCISSE
(variously)
TAKE ME! TAKE ME! I'M A MONSTER!

NURSE
(over - to BOONE)
What the hell have you done?

BOONE
Nothing!

INTERN
Fucking junkies!
(at the door - yelling into
the corridor)
Doctor!

As the door swings open, BOONE looks out into the corridor and at the far end of the emergency room he sees DECKER and the COPS looking his way. MEDICAL SUPPORT move towards the room, as the NURSE and INTERN try to contain the ranting NARCISSE.

BOONE grabs a loose doctor's coat off the back of the door, slips it on and backs out of the room.

BOONE
Let's get some help in here!

Pandemonium. NARCISSE screams, as a HALF-DOZEN PEOPLE struggle to subdue him. As help continues to rush into the room, BOONE slowly backs away, out and around a corner. He stops beside a swinging door, sensing something.

55. EXT. SEMI-PRIVATE ROOM. NIGHT.

DR DECKER moving through emergency towards the melee, stops on the other side of the swinging door, his senses lit up with alarm. He slowly turns to the door. Pushes it open. Empty.

56. EXT. HOSPITAL. NIGHT.

BOONE moves rapidly away from the exit into the parking lot, tossing off the white coat, breaking into a run. He tries several car doors, finds one open, gets in.

57. INT. CAR. NIGHT.

57.

With a rush of focussed adrenal intensity, BOONE expertly rips open an under panel of the dash, locates and patches together the correct ignition wires and hot-starts the car. Closes the door. Puts it in gear.

58. EXT. HOSPITAL PARKING LOT/INT. CAR. NIGHT.

58.

BOONE slowly drives out of the lot, trying not to attract the attention of the fleet of patrol cars, sirens wailing, pouring into the area.

DISSOLVE TO:

59. EXT. FREEWAY. NIGHT.

59.

BOONE drives up an entrance ramp and onto the highway, past a sign that reads:

"HIGHWAY 2/NORTH"

DISSOLVE TO:

60. INT. HOSPITAL EMERGENCY WARD. NIGHT.

60.

DR DECKER, a few POLICEMEN and MEDICAL PERSONNEL wait outside the door leading to the semi-private room. LIEUTENANT JOYCE exits and a SURGEON follows a moment later.

DECKER

What's he saying?

JOYCE

He's talking but he's not making any sense. Something about a place. Real nightmares.

SURGEON

He's dying. I think he wants to die.

Pause. The SURGEON moves on.

DECKER

(unobtrusively - to JOYCE)
Lieutenant, I know Boone. I know how he talks, how he manipulates. Perhaps if the right thing is said to this man it'll trigger something

...

Continued:

JOYCE
(considers)
No harm in trying.

DECKER
I'll do my best.

DECKER enters the room.

61. EXT. SEMI-PRIVATE ROOM. NIGHT.

61

Looking in through the window, we see DECKER cross the room to the bed where NARCISSE is lying. DECKER says something to the NURSE. She exits. DECKER moves closer to the bed. He reaches into his pocket for something and moves out of our sight.

DISSOLVE TO:

62. EXT. HIGHWAY/INT. CAR. NIGHT/DAY.

62

MONTAGE

BOONE drives through the night, and the following day, through a landscape which becomes increasingly more desolate.

DISSOLVE TO:

63. EXT. ROAD SIGN. LATE AFTERNOON.

63

The road sign reads:

"DWYER - 56 MILES"

Boone's car speeds past.

DISSOLVE TO:

64. EXT. DIRT ROAD OUTSIDE MIDIAN. DAY.

64

Boone's car rolls to a stop. BOONE steps out and looks at something in the dust. A battered sign. It reads:

"MIDIAN/POPULATION 63"

There is no sign of life.

Continued

BOONE

No ... oh no ...
 (in despair)
 No!

His shout echoes. The wind blows up a cloud of dust around him. He walks through the dust, on the verge of tears. And then ... the dust clears, and he sees ...

INTERCUT:

65. EXT. NECROPLIS. DAY.

65

Lying on the other side of a thick expanse of reeds.

Puzzlement overtakes despair. He squints to see more clearly ...

The Necropolis is vast. High walls, surrounded by reeds, with the tops of mausoleums showing above it. Almost a fortressed town.

BOONE starts toward it.

66. EXT. NECROPOLIS GATES. DAY.

66

The sun is low in the sky, the light golden, glinting off the gates. The reeds sigh. BOONE pushes one of the gates open and steps inside. His footsteps echo, unnaturally loud in this city of the dead. To either side of him, elegant and elaborate mausoleums, running away into the distance, with numerous smaller tombs set around and between them.

The sun finally sinks out of sight. It's final glow dies on the tops of the mausoleums. There are already stars overhead.

BOONE walks on a little way, as the night sounds begin. Exhausted, he sits down on a tomb and leans back against the stone.

BOONE

(softly - a bitter irony)
 Dead ... all of the dead ...

He rummages for a cigarette in his jacket pocket. Pulls one out. Lights it. The flame seems to excite sounds around him. He looks up. The walkways are empty in both directions.

Continued

66. CONTINUED (1)

66.

There's a guttural sound at his back. He stands, drops the cigarette, backs away. From the darkness behind him steps a huge form. A knife is put to his lower belly. It's wielder KINSKI, is a massive man, face distorted, his features grotesquely bifurcated.

KINSKI

(whispers)

Move and I gut you.

BOONE stays still. The growling from between the tombs becomes words.

VOICE

(from the darkness)

You got him?

KINSKI

I got him.

A reptilian hand reaches out and picks up Boone's dropped cigarette.

BOONE

Midian? Are you from Midian?

KINSKI

We should take him below, Peloquin.

The silhouette of PELOQUIN, a were-creature, moves between the tombs. He draws on the cigarette. By its brightening point we GLIMPSE an extraordinary face: more animal than human, but no recognizable species.

PELOQUIN

He's not Nightbreed. He's Natural.

BOONE

No! I've killed people, I'm like you, that's why I'm here ...

PELOQUIN

Shut the fuck up. You're meat.

KINSKI

If we eat him we break the law.

In the shadows PELOQUIN starts to alter his form. BOONE watches, amazed, as the crouching creature breathes in deeply, his alien appearance becoming smoke, which he sucks into his throbbing body.

Continued:

BOONE

My God ... my God, it's true ...

PELOQUIN

Of course it's true. Everything's
true ...

(he starts to emerge from
the shadows)

God's an astronaut. Oz is over the
rainbow. And Midian's where the
monsters live. And you came to die.

BOONE

I didn't ... didn't come to die. I
came to be with you, ~~I'm one of~~
you.

PELOQUIN reaches out and touches BOONE's chest.

PELOQUIN

No. Sorry. I can smell innocence
at fifty yards.

BOONE

I've killed people. Fifteen
people.

PELOQUIN

Who told you that?

BOONE

What do you mean?

PELOQUIN

He lied, asshole. He lied. You're
Normal. And that means ... you're
meat for the Beast.

PELOQUIN starts a strange, subtle dance, which is
his transformation ritual. He twitches, he stamps,
he throws his arms out towards his intended victim,
his fingers getting longer, and more like claws.

He touches BOONE's chest, his claws digging into
the flesh. Blood flows.

KINSKI

We mustn't! It's the Law, they'll
exile us ...

PELOQUIN

Fuck the Law. I want meat.

He opens a wound on BOONE's chest as if he's going
to reach in and snatch out his heart.

Continued:

66. CONTINUED (3)

66.

KINSKI

Peloquin, no!

KINSKI takes the knife from BOONE's belly and pushes PELOQUIN's hand aside. BOONE slips away from them.

PELOQUIN

Damn you!

He races after BOONE, his form changing as he goes, becoming more and more bestial. BOONE runs, his hand pressed to the wound on his chest, not knowing which way is out.

67. INT. BELOW MIDIAN.

67.

TRACKING SHOT through the tunnels, as the sound of the pursuit of BOONE reverberates through the earth. We see only teasing glimpses of the world below the Necropolis but we get several strong impressions: it is large and complex; there are many creatures here (we see only a few, their eyes turned up as they listen to the chase); there are wonders here as well as horrors.

68. EXT. NECROPLIS. DAY.

68.

BOONE takes refuge against a mausoleum wall. He takes his hand from the wound on his chest. It is throbbing like a living thing, spreading across his muscle. He stares down at the wound, then touches it lightly. It gives him pleasure.

A sound above him. He looks up. PELOQUIN is climbing down the mausoleum wall, mouth opened wide to take off BOONE's head. BOONE throws himself forward as the jaws snap shut, missing him by inches. He runs. KINSKI appears in his path. For an instant, BOONE thinks the game's up ...

KINSKI

That way! The gate's that way!

BOONE sprints.

69. INT. BELOW MIDIAN.

69.

The MONSTERS watch and listen.

70. EXT. NECROPOLIS GATES. DAY.

70.

PELOQUIN pushes KINSKI aside and pelt's after BOONE, who is at the gate. He flings himself through, and slams it behind him. PELOQUIN is at the gate, when KINSKI comes up behind and restrains him.

KINSKI

He's gone, give it up! You don't dare go out there!

PELOQUIN stares at BOONE through the gate. Panting, sweating, BOONE stares back. Snorting with frustration, PELOQUIN recedes, he and KINSKI disappear into shadow.

BOONE heaves a sigh of relief, turns from the gate and trudges away into the darkness, when suddenly ...

71. EXT. OUTSIDE NECROPOLIS GATES. DAY.

71.

Marsh lights hit BOONE from every side; police cars in the reeds all around, their searchlights focussed on him. TWO DOZEN COPS, all leveling firearms.

JOYCE

Freeze! Right there!

BOONE squints against the glare.

JOYCE (Cont)

Aaron Boone, you're under arrest.
Hands on your head! NOW!

BOONE takes a step back. The wound on his chest throbs and swells. At the edge of the light, DECKER appears, stepping towards him.

DECKER

Boone, listen to him, it's no use!

JOYCE

(to DECKER)

Stay back!

DECKER

(lowers his voice)
Lieutenant, I can bring him out.
He'll listen to me.

JOYCE ponders, then signals him forward. DECKER advances towards BOONE.

Continued:

71. CONTINUED (1)

71.

DECKER (Cont)
Boone, it's all right, I've
explained everything to them.

Rifles are cocked on every side. DECKER stops ■
safe distance from BOONE.

DECKER (Cont)
They won't harm you, I give you my
word.

BOONE
(hanging back)
I didn't do it. I didn't hurt
anyone ...

DECKER
(lowering his voice)
Of course you didn't.

BOONE
You ... you believe me?

DECKER
You wouldn't hurt a fly.
(extends a hand)
Come on, Boone. It's safe, I've
seen to that.

BOONE
(taking a tentative step
forward)
What, what about the pills?

DECKER
(pause; whispers)
What about them, Boone?

BOONE
They weren't tranquilizers ...

A look of alarm crosses DECKER's face. BOONE reads
it. He gets the picture.

BOONE (Cont)
You set me up ... you bastard, you
set me up!

He lunges for DECKER, who turns and throws himself
to the ground as he yells.

DECKER
He's got a gun!

Continued:

71. CONTINUED (2)

71.

JOYCE
FIRE!

The bullets fly. BOONE is about to pounce on DECKER when he's hit by a barrage, thrown back, riddled with bullets. On the ground, DECKER covers his head. BOONE goes down. The volley ends.

72. EXT. NECROPOLIS. DAY.

72.

The sound of gunfire echoes through the walkways.

73. INT. BELOW MIDIAN.

73.

In the shadows, a BABY held in the arms of a WOMAN with monstrous but beautiful features, begins to cry.

74. EXT. OUTSIDE MIDIAN. DAY.

74.

JOYCE hears the sound of crying and looks up. BOONE's body lies on the ground. DECKER rises, hearing the distant sobs on the wind.

75. INT. BELOW MIDIAN.

75.

The MOTHER hushes the CHILD, her arms, which are tentacles, wrapping around it.

76. EXT. OUTSIDE MIDIAN. DAY.

76.

The sound of crying is lost. JOYCE moves forward, towards DECKER and BOONE.

JOYCE
(trying to convince himself)
... just the wind.

He reaches DECKER, looks down at BOONE's body. Looks around.

JOYCE (Cont)
Where's the gun?

DECKER
(seemingly dismayed)
He reached into his jacket ... I thought I saw it, I swear ... oh God, Boone ...

Continued:

76. CONTINUED (1)

JOYCE
 (quietly, to some COPS,
 meaning BOONE)
 Get him outta here.

77. EXT. NECROPOLIS. DUSK

77.

We TRACK towards a tomb, on which the epitaph reads:

"GOD IS MERCIFUL"

' FADE OUT

FADE IN:

78. INT. CALGARY MORGUE/VIEWING ROOM. NIGHT.

78.

MOVING with LORI, flanked by DR BURTON the pathologist, and a grim JOYCE. They enter a smaller room. BURTON flips a switch. Curtains part in front of a thick glass panel, revealing a small, sterile viewing chamber.

In the chamber are a MORGUE ATTENDANT and, lying on a stainless steel table, BOONE's body. LORI looks at the body with heartbreaking sadness. She nods. BURTON closes the curtains. LORI and JOYCE exit.

On the other side of the glass, the ATTENDANT rolls BOONE on the table towards a door marked "PATHOLOGY".

79. INT. INTERVIEW ROOM. NIGHT.

79.

DR DECKER sits alone, looking into his briefcase. The door opens, LORI and JOYCE enter. DECKER closes the briefcase, rises, aggrieved, takes both of LORI's hands in his, speaks soothingly.

DECKER
 Lori, I'm Dr Decker. Boone was my patient.

LORI
 Yes. Hello.

DECKER
 I'm so sorry for your loss. I must tell you, you meant the world to Aaron. He spoke of you constantly
 ...

Continued:

LORI
(withdrawing her hand
- has the creeps)
Thank you, Doctor.

LORI sits, across a table from JOYCE. DECKER takes a seat along the wall.

JOYCE
Miss Winston, are you sure you wouldn't rather postpone ...

LORI
No. Let's get it over with.

JOYCE turns on a tape recorder on the table.

JOYCE
(starting at the beginning)
What was your relationship with Aaron Boone?

LORI
(pause)
We were lovers.

We MOVE in on the revolving reels of the tape recorder.

JOYCE
How long had you known Aaron Boone?

LORI
Two months.

80. INT. AUTOPSY ROOM. NIGHT.

80.

BURTON and the ATTENDANT, instruments laid out, BOONE's body on a brightly lit steel table, ready for the autopsy. BURTON activates an overhead microphone.

BURTON
Deceased is a white Caucasian male, late twenties. Suspected cause of death, multiple gunshot wounds to the thoracic cavity and extremities.

The ATTENDANT lifts up BOONE's jacket. Light streams through many bullet holes.

ASSISTANT
Jesus. They weren't takin' any chances.

Continued:

80. CONTINUED (1)

80.

BURTON picks up a small digging tool and zeroes in on one of the chest wounds.

BURTON

Wound number one: entered between the fourth and fifth left ribs, impacted the lower rib, lodging in ligaments adjacent to the left lung ...

He digs.

81. INT. INTERVIEW ROOM. NIGHT.

. 81.

JOYCE

So he never gave any indication ...

LORI

No ...

JOYCE

Surely there must have been something ...

LORI

(firm, angry)

Look, you can say whatever you want to about him. I don't believe it. He never raised a hand to me, he never harmed anyone in his life.

A strained silence. DECKER drums his fingers on his briefcase.

DECKER

Miss Winston, everyone has their secret faces ...

LORI

Drop dead.

Annoyed at DECKER, JOYCE turns off the tape recorder.

JOYCE

We'll continue this some other time.

LORI stands and heads for the door.

82. INT. AUTOPSY ROOM. NIGHT.

82.

A pair of calipers drop a distended bullet into a steel bowl, containing at least ten other,

Continued:

82. CONTINUED (1)

82.

similarly maimed bullets. Fatigued with effort, BURTON wipes his forehead, turns off the microphone.

BURTON

Coffee break.

The ATTENDANT turns off the bright overheads, he and BURTON move into an adjoining lounge.

83. INT. MORGUE ENTRY WAY. NIGHT.

83.

LORI is putting on her coat. A contrite DECKER approaches her.

DECKER

Miss Winston, I hope you didn't misinterpret what I said, Boone meant a great deal to me ...

LORI

Where did he die?

(pause)

What was the name of the town?

DECKER

A place called Midian.

84. INT. PATHOLOGY LOUNGE. NIGHT.

84.

BURTON pours a cup of coffee. A pensive JOYCE enters, lights a cigarette.

JOYCE

They don't look any different, do they? Inside. Monsters don't look like monsters.

BURTON

Cut someone open, they'll all the same.

JOYCE

I don't know how to tell the difference anymore.

BURTON

Maybe this one's different. We'll see. Haven't made the incision yet.

ATTENDANT

(he's a joker)

Still trying to get the lead out.

Continued:

84. CONTINUED (1)

84.

In the other room, we hear a steel bowl crash to the floor. They look at each other.

JOYCE

What the hell was that?

85. INT. AUTOPSY ROOM. NIGHT.

85.

The bowl wobbles on the ground. The bullets roll off in different directions. Sound of glass breaking.

86. INT. MORGUE ENTRY WAY. NIGHT.

86.

Hearing the breaking glass, LORI and DECKER turn back towards the autopsy room.

LORI

Boone?

She runs towards the sound, DECKER follows.

87. EXT. MORGUE. NIGHT.

87.

In SLOW MOTION, a large first floor window shatters out towards us.

88. INT. AUTOPSY ROOM. NIGHT.

88.

As LORI, then DECKER enter, moments after BURTON, JOYCE and the ATTENDANT. The autopsy table is empty.

BURTON

Someone's taken him ...

DECKER

My God ...

ATTENDANT

(looking around)

Where's his coat?

89. EXT. MORGUE. NIGHT.

89.

SLOW MOTION - Distorting time, we see the rest of the shattering window and a dim FIGURE slips into the night.

Continued:

89. CONTINUED (1)

89.

The FIGURE's silhouette crosses the moon.

FADE OUT:

FADE IN:

90. INT. LORI'S APARTMENT. DAY.

90.

LORI hurriedly throws some belongings into a suitcase. We see some newspaper clippings beside the suitcase. A headline reads:

"SLASHER SUSPECT SLAIN"

Another features a map, showing the location of Midian.

91. EXT. ROAD. DAY.

91.

MONTAGE - LORI drives, at high speed, down the same roads Boone took previously.

92. EXT. SHERE NECK ROAD. EVENING.

92.

At sunset, LORI enters the town, past a sign that reads:

"WELCOME TO SHERE NECK/
WELCOME BUFFALO DAYS RODEO"

93. EXT. SHERE NECK MOTEL. EVENING.

93.

LORI pulls into the parking lot of the motel. A neon sign reads:

"THE SWEETGRASS INN"

Above it, the moon. From the motel itself, sounds of revelry.

94. INT. SHERE NECK MOTEL. BAR. NIGHT.

94.

A wood-panelled, Western Frontier-themed bar. Country music. A banner welcomes rodeo participants. A number of ROUGH TYPES clustered at tables, many of them wearing baseball caps adorned with buffalo horns. LORI enters, looks around. A COWBOY lassoes a WAITRESS, ropes her in to general applause. LORI takes a seat at the bar and is approached by a BARTENDER.

Continued:

94. CONTINUED (1)

94.

BARTENDER
What'll it be, darlin'?

LORI
A draft and some information please.

BARTENDER
(taps a stein of draft)
There's the draft.

LORI
(lays down a bill)
I'm looking for a town called Midian.

BARTENDER
You're not the first.

LORI
No?

BARTENDER
Had a bunch of TV news folks
passin' through, since they nailed
that baby slasher up there.

LORI
Baby slasher?

BARTENDER
Yeah, hell of a week for us. The
rodeo this weekend. That scumbag
gets blown away. I hear it took
thirty slugs to bag that sucker.
Just goes to show you, don't it?
People love a spectacle.

LORI's hit with a burst of emotion. She doesn't
want the BARTENDER to see her cry.

LORI
Where's your bathroom?

BARTENDER
Right around the corner there,
darlin'.

LORI rises, exits.

95. INT. SHERE NECK MOTEL. BATHROOM. DAY.

95.

LORI enters and leans on the sink as the grief hits
her. She sobs. A stall door opens behind her:
SHERYL, a blonde girl in her early twenties, exits.

Continued:

95. CONTINUED (1)

95.

LORI pulls a tissue from her bag and tries to compose herself, standing back to allow SHERYL access to the mirror, where she studies herself before starting to tease out her hair.

SHERYL

Which is it, hon', men or money?
(LORI looks at her)
It's usually one or the other,
ain't it?

LORI

Oh ...
(a tiny smile)
... A man.

SHERYL

Uh-huh. What'd he do, leave?

LORI

Not exactly.

SHERYL

Jesus, did he come back? That's even worse.

In spite of herself, LORI's brightened by the girl's good humor.

SHERYL (Cont)

Some loser takes a shine to ya, you could toss 'em in the river tied to a piano he'll come back faster than a dog with a bone. Thing is, why go to all this trouble to look so good if there's nobody to admire the end product, am I right?

LORI

Can't argue with that.
(likes her, feeling lonely)
Can I buy you a drink?

SHERYL

Hell, yes you can. Better than gettin' hit on by some damn buffalo.

DISSOLVE TO:

96. INT. MOTEL BAR. NIGHT.

96.

LORI and SHERYL at the bar. LORI's nursing a beer. SHERYL's into her fourth Black Russian and is getting friendlier by the moment.

Continued:

SHERYL

(pause - just heard the story)
Lord. I have seen men go to great
lengths to walk out on a girl. But, I
must say, I have never heard tell of
a fella doin' it while deceased.

LORI

They think some sick bastard's
stole the body.

SHERYL

So you want to go check out the
place in which he checked out?

LORI

Yeah. Guess it's a way to say
goodbye, you know? He was always a
mystery to me. I loved him ...

(she looks away)

SHERYL

Tell you what, Lori, I'm about as
loose as a tumbleweed myself, why
don't I drive up there to this
Medium place with you tomorrow and
keep you company?

LORI

You don't have to do that.

SHERYL

Yeah, but I'm goin' to and I don't
want no argument from you.

LORI

(smiles, grateful)
Okay. Thanks.

SHERYL

That's alright.

LORI

(finishes her beer)
Guess I'll head up to my room.

SHERYL

You get some rest, sugar. I'm
gonna stay down here and close this
damn bar. Maybe one of these
lunkheads'll win the lottery.

LORI smiles, squeezes her hand, exits the bar.
SHERYL looks around, finishes her drink. The
BARTENDER sets another drink down in front of her.

Continued:

96. CONTINUED (2)

96.

BARTENDER
 Courtesy of that gent in the suit
 at the end of the bar.

SHERYL looks down the bar, sees the MAN, seems impressed, waves.

SHERYL
 (low, to the BARTENDER))
 Isn't he just the picture of sophistication though?

97. INT. SHERE NECK MOTEL. BEDROOM. NIGHT.

97.

LORI lies awake in bed, staring at the ceiling. Outside, and next door, the noise of laughter and partying.

LORI
 (quietly, a tear in her eye)
 I still love you, Boone ...

DISSOLVE TO:

98. EXT. SHERE NECK MOTEL. DAY.

98.

LORI is loading a small day bag into the car, as a hungover SHERYL comes out to join her, on slightly wobbly pins, holding a cold drink, squinting against the sun, wearing dark glasses and a horned Buffalo Days hat.

SHERYL
 How'm I walkin', am I walkin' okay?

LORI
 Legs are a little shaky. How's your head?

SHERYL
 Filled with pain and midnight promises. See, after you left, the thing is, I met Mr Right last night.

They get into the car.

99. INT/EXT. LORI'S CAR. DAY.

99.

As LORI starts the car and they drive off.

Continued:

99. CONTINUED (1)

99.

SHERYL

My momma always used to say,
 "Sheryl Ann, there's a man out
 walking around with your name on
 his mind, all you got to do is run
 into him."

LORI

And he just happened to be checked
 in here at the crossroads of the
 world, the Sweetgrass Inn.

SHERYL

Isn't that something? His name is
 Curtis, he is a banker, recently
 dee-vorced and recently relocated
 in Edmonton, up for the rodeo and
 better yet, he thinks I am the
 Queen-bee's knees.

LORI

Sheryl, you sure you want to come
 along?

SHERYL

Wouldn't miss it. Besides, Curtis
 has to do business today, we've got
 an engagement for this evening and
 if I sit around all day with this
 head on I'm gonna feel like the
 hind end of a dog sled.

LORI

I'm glad for your company.

SHERYL

Now if we could just make a quick
 stop for some Alka-Seltzer.

They drive off.

DISSOLVE TO:

100. EXT. MIDIAN/INT. LORI'S CAR. DAY.

100.

LORI's car comes to a stop near the edge of the
 reeds outside the Necropolis.

SHERYL

Jesus. Looks like the gold rush is
 over.

LORI parks the car. She gets out, looks around.

Continued:

100. CONTINUED (1)

100.

LORI

(quiet - reflective)

Why? Why would Boone come here?

SHERYL

To get away from it all?

(LORI gives her a look)

Shut up, Sheryl Ann. You go do what you have to do. I'll stay here and ... do somethin' else.

LORI nods and heads away down the street, leaving SHERYL beside the car. She leans against the car, surveys the emptiness, without enthusiasm.

SHERYL (Cont)

My luck, I'll end up buying some real estate.

101. EXT. MIDIAN. DAY.

101.

LORI - as she leaves the reeds and sees the outer walls of the Necropolis.

LORI

Good God ...

102. EXT. MIDIAN. DAY.

102.

SHERYL - wandering from the car into the reeds. She lights a cigarette, tunelessly humming to ward off the willies. She stops, shivers, suddenly feeling very isolated. The atmosphere's got to her. She starts back to the car.

She catches some movement out of the corner of her eye. Stops. Slowly walks away from the movement, fighting off panic. She turns a corner, and realizes she's lost in the reeds.

She hears movement behind her, turns, startled, then, oddly, she smiles.

SHERYL

Curtis ... what are you doing here?

It's DECKER, looking like a commuter, hair slicked back, wearing an overcoat, carrying his briefcase.

DECKER

(big smile)

Hello, Sheryl Ann.

103. EXT. NECROPOLIS GATES. DAY.

103.

LORI reaches the gates, slightly breathless. She pushes one of them open. The sun is hot and bright, transforming the Necropolis from the dark, dangerous place it was when Boone was here. Now, with it's gothic tombs and burgeoning plant life, it's almost welcoming.

104. EXT. NECROPOLIS. DAY.

104.

LORI wanders the walkways, enchanted by the splendor of the place. There are strange, bittersweet sights along the way: statues of dogs, sleeping on their masters' graves; of mourning mothers; of children, sitting at their graves. And grotesque images too: gargoyles protecting the doorways of mausoleums; a tiger, roaring in stone. It is another world, solemn and silent.

Except ... suddenly, the sound of an animal in pain. LORI stops and looks around. Her gaze comes to rest on a spreading laurel tree beneath which the shadows are pitch black. From here, the sobbing comes. She approaches. There is an animal beneath the tree, barely discernible. She can see its flanks panting, its head moving in pain.

LORI

Jesus ...

It doesn't look like a recognizable species, an amalgam of wild cat and deer. She approaches. It raises its head, weakly. Its eyes are huge and black.

LORI (Cont)

... It's okay, I won't hurt you ...
it's okay ...

The creature shudders.

LORI (Cont)

... What's happened to you? ... Let
me see.

She reaches beneath the branches and tentatively strokes the animal. It responds by dropping its head back on to the grass.

LORI (Cont)

Oh God ... you poor thing ... don't
die, please don't die.

She pushes beneath the tree, puts her arms beneath

Continued:

104. CONTINUED (1)

104.

the creature and picks it up. It is heavy, a dead weight in her arms. She backs out from beneath the tree. As she steps back into the sun, the creature snarls and starts to wither in her arms. She realizes what's causing it pain and steps back into shadow.

LORI (Cont)

You don't like the sun? Is that it?

The sound of sobbing, off to her left, draws her attention. One of the mausoleum doors is open, and a woman, RACHEL, dressed in black, stands in the shadows, weeping. LORI's astonished.

LORI (Cont)

I'm sorry ... is, is it yours?

RACHEL

Bring her. Bring her, please.

Shading the creature from the sun, LORI moves to the door and steps into the gloom.

105. INT. MAUSOLEUM. DAY.

105.

The interior is marble, the air murky. RACHEL, a fine-boned, pre-Raphaelite beauty in her thirties, moves back against the far wall, nursing a wounded arm.

LORI looks down at the creature she's carrying, utterly limp in her arms.

LORI

... I'm afraid it's too late.

RACHEL

No ... she can't die. Bring her to me, please.

RACHEL reaches out. LORI's reluctant to move further into the darkness.

RACHEL (Cont)

Hurry!

As LORI crosses the floor, she hears whisperings from a stairway that leads down into the earth. She stops, frightened.

RACHEL

Pay no attention. Please, bring me my Babette.

Continued:

105. CONTINUED (1)

As the creature is named it starts to move in LORI's arms. Not only move, but change. Its claws grab at LORI's breast as it writhes.

RACHEL (Cont)

Babette, no!

LORI

What's happening?

RACHEL

Don't look! Don't look!

But LORI can't help but look. Appalled, she tries to pull the transforming creature off her, but its hold is firm.

LORI

Jesus! Jesus!

With effort, she detaches the creature's claws from her, almost throwing it at RACHEL, who cradles the changing creature in her arms.

RACHEL

Babette ...

LORI leans against the wall, trying to wipe the sticky fluids the creature's exuded onto her hands. When she looks up she sees the creature in RACHEL's arms has transformed into a pale, beautiful GIRL of seven or eight. LORI's dumbstruck.

LORI

What ... what ... what the ...?

RACHEL

She likes to play outside. I tell her: you mustn't play in the sun. The sun will hurt you. But she's just a child. She doesn't understand.

LORI looks back towards the open door, and the sun-drenched walkway outside. Then back at BABETTE.

LORI

This is too weird.

RACHEL

(an urgent whisper)

You saved her. I owe you something ... listen; I know why you came here.

LORI

You do?

Continued

105. CONTINUED (2)

105.

RACHEL

You must go, this place is not for you.
Midian is a home for the Nightbreed.
Only for the Nightbreed ...

LORI

Is Boone here? Did somebody bring
him here?

A deep baritone voice rises up from the shadows of
the stairwell.

LYLESBURG

Rachel ... you have said too much
already.

LYLESBURG appears, a commanding, magisterial man
with a vast grey beard and three slits on each
cheek that look like gills. Loping along beside
him, his fool, a muscular woman with an innocently
beautiful face: OHNAKA.

RACHEL

My Lylesburg, she brought me
Babette, she saved her ...

LYLESBURG

We know. But you cannot help her.

LORI

(her spunk surfacing)
Look, I saved the child's life,
don't I deserve something for that?

LYLESBURG

The child has no life to save.

(he looks at her -
sizes her up)

But what she has is yours, if you
want it. That's the Law. Do you
want her?

LORI

No! I just want some answers.

LYLESBURG

You weren't meant to see this.

LORI

I kind of got that impression.

LYLESBURG

Then you also understand that to
speak of this to anyone will bring
dire consequences ...

Continued:

105. CONTINUED (3)

105.

LORI
 Hey, pal, don't threaten me.

LYLESBURG
 Not for you. For us.

His words take the edge off LORI's anger. She notices that inscribed in the marble arch above the doorway are the words:

"WHAT'S BELOW REMAINS BELOW"

LYLESBURG (Cont)
 What's below remains below. This is the Law.

RACHEL is carrying BABETTE down the steps. LYLESBURG turns to follow her.

LORI
 Wait! Wait a minute! Boone, Aaron Boone, just tell me, is he here? You took him, you took his body, didn't you? Hey!

LORI crosses to the stairs. LYLESBURG's disappeared down into the darkness.

LORI (Cont)
 Talk to me, damn it, I have to know -- come back!

She takes one step down the stairs and the mood changes. She hears growls below, claws scraping on stone. Several misshapen FORMS climb the stairs towards her. She backs up.

LORI (Cont)
 Shit ... oh shit ... Lori, stay calm ...

She turns and walks out of the mausoleum door.

106. EXT. NECROPOLIS. DAY.

106

LORI emerges, squinting against the blinding sun, trying to calm herself.

LORI
 Okay. Walk away, Lori. Don't panic. There's got to be a perfectly reasonable explanation.
 (can't sustain it)
 And hell if I know what it is.

Continued:

106. CONTINUED (1)

106.

She sprints back towards the gate.

DISSOLVE TO:

107. EXT. MIDIAN. DAY.

107.

Out of breath, LORI reaches the car, parked where she left it. No sign of Sheryl.

LORI
 Sheryl! Sheryl! Let's get the hell out of here!
 (no reply)
 Sheryl?

LORI looks around. Sees Sheryl's purse lying in the dirt near the reeds.

LORI (Cont)
 Sheryl?

She moves towards the reeds. Picks up the purse. Peers inside the house. She hears a gurgling laugh from inside. It could be Sheryl.

LORI (Cont)
 Sheryl, come on ...

108. EXT. REEDS. DAY.

108.

The undergrowth is dark and empty. LORI advances cautiously through the paths.

LORI
 Sheryl, we have to go, uh,
 something's kind of come up and ...

She sees a splash of blood on the reeds.

LORI (Cont)
 Oh shit ...

Something moves across our field of vision in the gloom behind her. She turns.

LORI (Cont)
 Sheryl?

She turns back and follows the trail of blood around the corner. Lying on the floor is SHERYL. Mouth cut away. Tongue cut off.

Continued:

LORI (Cont)

Jesus! God!

She turns to run, but DECKER steps into her path. He wears a mask of repulsive simplicity: a linen face with two buttons for eyes and a zipper (open at present) for a mouth. In his hands are two large carving knives, both blood stained.

DECKER

Let's get it over with, shall we?

LORI

(mind racing, a survivor)
Take it easy, let's talk about this
...

DECKER

(advancing)

Don't try and reason with me, Lori. I'm a lunatic. You don't reason with lunatics. Sheryl had the right idea. Now just stand there and take what I've got to give.

LORI

(throws the purse at him)
Fuck you!

DECKER

(ducks the purse)

Maybe later. When you're a little colder..

He lunges at her. She ducks, burying his knives in the reeds. She runs. He throws one of the blades; it zings through the reeds just missing her head and goes into a tree.

She snatches it out of the wood, and turns on her pursuer. DECKER opens his coat, displaying a collection of blades, hanging on slots, that would not shame an abattoir worker.

DECKER (Cont)

See, Lori? I've got plenty more.

LORI

How do you know my name?

DECKER

Now, the one you've got, that's the one I split Sheryl open with. It has a pleasing heft, don't you agree?

Continued:

108. CONTINUED (2)

LORI looks with disgust at the knife in her hand.

DECKER (Cont)

And your prints all over it. A proper lady ought to wear gloves on an outing.

LORI

Who the hell are you?

DECKER

Good question. No reason why you shouldn't have an answer.

(he pulls off the mask)
Wish I had a camera. Oh, the look on your face.

LORI

Why? Why did you kill her?

DECKER

Why did I kill all the others? For fun of it, of course. For pleasure. Everyone ought to have a hobby, don't you agree?

LORI

Boone was innocent..

DECKER

Is innocent, wherever he's hiding.
After all the trouble I went to
find him a home for his guilt.

LORI

You sick motherfucker ...

DECKER

Boone's alive, Lori. And your death is going to bring him out of hiding.

He comes at her suddenly, but his heel slides in Sheryl's blood. He falls in front of LORI, and stabs at her feet. She avoids the stab by an inch. He rises suddenly, throws one of his knives aside and grabs the blade LORI holds, with a glove which strikes sparks. It is chain mail. LORI lets go, propelling herself through the reeds.

109. SCENE DELETED.

110. INT. NECROPOLIS. LATE AFTERNOON.

110.

The light is diminishing behind the Necropolis walls. Lori's screams are distant. We TRACK towards the gate as she runs down the hill.

LORI

Somebody help me!

She flings the gate open and enters. DECKER emerges from the reeds behind her.

111. INT. BELOW MIDIAN.

111.

In the gloom, we see LYLESBURG, looking up. There are others in the shadows, their bodies strange and malformed. From OFF SCREEN, we hear ...

BOONE (V.O.)

Let me go ...

LYLESBURG

You cannot, you know that.

BOONE (V.O.)

I'll kill him, no-one will ever know ...

LYLESBURG

No! Others will come. Remember how they came for you.

112. EXT. NECROPOLIS. LATE AFTERNOON.

112.

LORI runs down the walkways pursued by DECKER, her breath coming in gasps, close to collapse.

LORI

Help me! Oh please, God, somebody.

113. INT. BELOW MIDIAN.

113.

As before. The sound of Lori's torment clearly upsets the listening creatures.

BOONE(V.O.)

I can't let her die!

(pause)

Listen to her, for God's sake ...

LYLESBURG

You made promises when we took you in ...

Continued:

.113. CONTINUED (1)

113.

BOONE (V.O.)

I don't care ...

LYLESBURG

You promised to obey our laws ...

BOONE (V.O.)

I can't listen to him butcher her!

LYLESBURG

Break the law of Midian and you'll be exiled. You'll belong nowhere; not with us, not with them. That's the price you'll pay.

114. EXT. NECROPOLIS. LATE AFTERNOON.

114.

LORI collapses. DECKER reaches her and pulls on his mask.

DECKER

That's good. Be still. It's quicker that way.

He pulls a particularly nasty blade from his jacket interior and advances. She rises and tries to duck the cut. He strikes her with the back of his hand. She falls, striking her head on a tomb.

DECKER (Cont)

(sudden fury)

I said, be still!

LORI is semi-conscious, blood running from her wounded head. Looking past DECKER, she sees something ...

LORI

Boone ...

DECKER laughs. Then he realizes she's reacting to the appearance of BOONE, standing in the shadows behind him, in jeans and leather jacket.

LORI slips into unconsciousness.

DECKER

You? Here again?

BOONE

Isn't this where the dead are supposed to go?

Continued:

DECKER

You're not dead.

BOONE

(advancing)

You're wrong. We're both dead,
Decker.

DECKER

I'm not Decker!

BOONE

No? Isn't that you Dr Decker,
hiding behind that child's mask?

DECKER

I'm not hiding ...

BOONE

(still advancing, taunting him)
Decker, Decker. Doctor Decker.

Enraged, DECKER throws the knife; it buries in the middle of BOONE's chest. DECKER laughs, then stops, as BOONE pulls the knife out and tosses it aside.

BOONE (Cont)

Blades are no better than bullets,
Decker, don't you get it? I'm
dead. The walking dead.

DECKER

That's not possible.

DECKER turns to run, but BOONE races to him, catches, turns him and pulls DECKER closer, until they're nose to nose.

BOONE

Not just dead ... changed. A
monster. Want me to show you?

DECKER

(whimpering)

No, please ...

BOONE

Not your kind of monster. Not the
soulless kind. I've got Midian in
my veins.

He tears off the mask, uncovering DECKER's sweaty, terrified face.

Continued

BOONE (Cont)
(with terrifying intensity)
I'm not behind a face; I am this
face.

DECKER
Please, please, it's, it's not my
fault, it's the mask, it makes me
do things, I don't want to ...
(BOONE pulls him closer)
Boone, it was the mask and they
were going to find me, punish me, I
needed a scapegoat ...

BOONE
You chose the wrong man.

NARCISSE (V.O.)
Man? You call yourself a man?

BOONE looks round; NARCISSE is squatting on a tomb,
his face a mass of scar tissue.

NARCISSE (Cont)
You're no more man than I am.

BOONE
Monster, then.

NARCISSE
That's more like it.
(he jumps off the tomb,
moves towards them)
Well, go on, are you going to kill
him or not? Only I want his balls.
And his eyes. That is, if you
don't want them.

BOONE
I'll pass.

NARCISSE
Remember me, Doctor? I was dying
when you had your way with me. You
made me tell my secrets when I was
feeling particularly vulnerable.
Now was that a nice thing for a
doctor to do?

- DECKER
(to BOONE, craven)
Oh God, Boone, don't let him touch
me, anything, keep him off me, full
confession ... sweet Jesus, mercy,
mercy, please, I'm begging you!

Continued

114. CONTINUED (3)

NARCISSE raises his thumbs, still bearing their silver hooks.

NARCISSE

Let's start with his eyes ...

BOONE

No!

BOONE pushes NARCISSE back, but as he does so DECKER slips his grasp. BOONE roars and starts to twitch and stamp as Peloquin did and we watch as

...

BOONE transforms into something part man, part carnivore ... and gives chase.

DECKER nears the gate, but BOONE is after him at great speed, leaping over tombs like a high-jumper.

115. EXT. NECROPOLIS. LATE AFTERNOON.

115.

Left behind, NARCISSE turns his eyes upon the recumbent LORI.

NARCISSE

(filled with hunger,
greatly consoled)

Well ... you'll do.

As he advances on her, LORI's eyes flicker open. She screams.

116. EXT. NECROPOLIS. LATE AFTERNOON.

116

BOONE right on DECKER's tail, when he hears LORI's screams and stops. DECKER runs out through the gate. BOONE starts back towards LORI.

INTERCUT:

117. EXT. NECROPOLIS. LATE AFTERNOON.

117

LORI struggling in NARCISSE's arms. He tries to muffle her.

BOONE leaps tombs, nearing their location. He bounds into the clearing, sees LORI unconscious in NARCISSE's embrace.

BOONE

Let her go!

Continued:

117. CONTINUED (1)

NARCISSE, all sheepish co-operation, gently lets her go onto the ground.

NARCISSE

Just ... keeping her warm.

BOONE is almost human now. He reaches LORI.

NARCISSE (Cont)

I wouldn't have touched her.

BOONE breathes in the last of his monstrous condition, and bends to tenderly stroke LORI's face. Then, very lightly, he kisses her, and gathers her in his arms.

FADE OUT:

FADE IN:

118. INT. BELOW MIDIAN/RACHEL'S CHAMBER.

118.

A chamber, lined with skulls of every conceivable configuration. Some are human, but many are clearly Nightbreed variations on the human. We RANGE over them as, OFF SCREEN, we hear LYLESBURG and BOONE arguing.

BOONE (V.O.)

I had no choice!

LYLESBURG (V.O.)

So you put all of Midian in danger for your finer feelings?

BOONE (V.O.)

Decker won't tell anyone, what would he say? He tried to kill a girl and a dead man stopped him?

LYLESBURG (V.O.)

You do not rewrite the law! You are in no position. You will go and take her with you.

We PAN past RACHEL and BABETTE, DOWN to LORI, lying on the floor, coming back to consciousness, hearing voices.

119. INT. LYLESBURG'S CHAMBER. NIGHT.

11

LYLESBURG sitting on a kind of throne, BOONE standing before him.

Continued

119. CONTINUED (1)

LYLESBURG

We have survived for generations here; if they return and Midian's unearthed you're responsible!

BOONE

(pause - contrite)

All right. Let me make amends. I belong here ...

LYLESBURG

You are banished! That's the law.

BOONE

Who's law? Who made it?

LYLESBURG

Baphomet. Who made Midian.

BOONE

Let me speak to him ...

LYLESBURG

Out of the question ...

BOONE

Try and stop me!

He storms out.

120. INT. CORRIDOR OUTSIDE LYLESBURG'S CHAMBER. NIGHT.

120

BOONE heads down the corridor. He slows as he passes an entrance to one side chamber and looks in ...

Inside the chamber, a DOG-FACED MAN is working on a vast elaborate mosaic mural that extends into shadow in both directions. He looks up and locks eyes with BOONE.

BOONE breaks off the contact and continues down the corridor.

The DOG-FACED MAN turns back to his palette; a multi-colored collection of small tiles. He carefully selects a few, then turns to the mosaic and we see ...

121. INT. MURAL CHAMBER. NIGHT.

12

The Mosaic Mural, prominent in what appears to be a panoramic visual history of the Nightbreed race, is a heroic figure who closely resembles ... Boone. The DOG-FACED MAN applies the tiles he's selected, filling in the irises of the Boone-figure's eyes.

LORI sits up.

LORI

Boone ... ?

Her head aches. She winces. BABETTE goes to her aid.

BABETTE

Be still. It was a bad hurt he did us.

LORI

Us? What do you mean "us"?

RACHEL

(moving to them)

You held Babette while she transformed. She's made quite a bond with you.

BABETTE

I felt your hurt. I still feel it.

RACHEL

She even knew you were coming here. She saw it all, through your eyes.

BABETTE

And you can see through mine.

LORI

(pause - she tried to read RACHEL)

You're not kidding.

RACHEL

It's true.

LORI rises unsteadily to her feet. BABETTE takes her hand, but RACHEL moves her away from LORI.

RACHEL (Cont)

She doesn't want you to touch her, sweet. She's afraid.

LORI

You got that right. One minute I'm about to get carved like a Christmas turkey, the next I'm ... I'm ...

(a surfacing memory breaks her train)

... God ... it was Boone ... Boone saved me ...

Continued

122. CONTINUED (1)

122. *

RACHEL

Yes.

LORI

But he's dead, I saw him in the
morgue ...

RACHEL

You still don't understand, do you?

LORI

Wait a second, back up ...

RACHEL

You're below now. With the
Nightbreed. The last survivors
of the great tribes.

LORI

Tribes of who? What?

RACHEL

We're shapeshifters; freaks;
remains of races your species have
almost driven to extinction.

LORI

So you're not immortal?

RACHEL

Far from it. The sun can kill some
of us. Like Babette. She follows
her father in that. Some of us
could be shot down; others would
survive that because they've got
beyond death.

LORI

Horrible. It's all horrible.

RACHEL

To be able to fly? To be smoke, or
a wolf; to know the night, and live
in it forever? That's not so bad.
You call us monsters but when you
dream it's of flying and changing,
and living without death. You envy
us. And what you envy ...

LORI

(softly; understanding)
... We destroy ...

Continued:

122. CONTINUED (2)

122.

RACHEL
(to BABETTE)
Show her. Show her the past ...

BABETTE takes LORI's arm. The skulls in front of LORI fill her sight. We fly through one of the eye sockets into ...

123. LORI/BABETTE'S VISION.

123.

RACHEL (V.O.)
... we are the last monsters ...

We are presented with a terrible landscape in which INQUISITORS, some in modern clothes, some in period, are torturing MONSTERS.

We see a WEREWOLF being burned alive; a WOMAN with four breasts being locked in an iron maiden. We witness a history of persecution, all performed in a single chamber.

RACHEL (V.O. - Cont)
Always hunted ... persecuted ...
then slaughtered ... that is our
legacy ...

LORI clutches BABETTE's hand, eyes focussed inwardly, lost in the vision.

We see bodies being heaped on a fire, by WORKMEN, using pitchforks.

A row of MONSTERS, hanging from gallows.

SCRIPT CONTINUES SCENE 123 (1) PAGE 65

Continued:

123. CONTINUED (1)

An INQUISITOR lasciviously strokes the naked buttocks of a beautiful GIRL. She turns towards us in despair; we see her head is bestial.

124. INT. RACHEL'S CHAMBER.

124.

Overwhelmed with horror, LORI opens her eyes, breaking her connection with BABETTE.

RACHEL
We are all that remain.

LORI
And ... and you're saying ...
Boone's like you?

RACHEL
He is Nightbreed. Or he was, until
he broke the Law.

LORI
(moving towards the door)
No, no that's not possible - I've
got to find him, there's been some
kind of mistake ...

BABETTE
Don't go ...

LORI
But he didn't kill anybody, it
wasn't him, he's innocent ...

RACHEL
That no longer matters ...

LORI
Where is he? Where'd he go?

RACHEL
Down to the Tabernacle, to
Baphomet.

LORI
Who?

RACHEL
The Baptiser. Who made Midian.
Who called us here and saved us
from our enemies ...

LORI
Take me there, I've got to find
Boone ...

Continued:

124. CONTINUED (1)

124.

RACHEL

It's forbidden.

LORI

We'll see about that.

She runs out of the chamber, into the corridor.

125. INT. SHERE NECK POLICE STATION. NIGHT.

125.

An excited DECKER is on the phone in the office of the local police chief, a pokey, gloomy place with a number of survivalist posters on the wall. The chief himself, CAPTAIN EIGERMAN, a twisted, beefy sadist, sits watching DECKER, twirling a keychain, a joyful gleam in his eye.

INTERCUT:

126. INT. LIEUTENANT JOYCE'S HOME. NIGHT.

126.

A semi-dark room. JOYCE enters and takes the phone from his heavily pregnant WIFE.

JOYCE

(into phone)

This is Joyce ...

DECKER

(thru phone)

Lieutenant, it's Philip Decker,
I've found Boone; Joyce, he's alive
-- he's alive and he's killed
again, a local woman, cut her to
ribbons ...

JOYCE

(into phone)

Jesus Christ ...

DECKER

(thru phone)

I'm here in the office of Captain
Eigerman, the very able chief of
Shere Neck's constabulary, but
we'll need your help, as much as
you can muster ...

JOYCE

(into phone)

Why? What do you mean?

Continued:

126. CONTINUED (1)

126.

DECKER

(thru phone)

There may be more of them out there
in Midian, more like Boone, they're
living under the cemetery, we've
got to exterminate them!

127. INT. MIDIAN CENTRAL CORE.

127.

LORI finds herself in a cavernous space, lined with chambers connected by walkways and ladders, most of which don't look particularly secure. She moves out on to a walkway. It delivers her into the central core of Midian, which offers a view of dizzying descent into the earth. She scans the scene, amazed by the sheer scale of the place.

LORI

My God ...

As she descends into the bowels of Midian, CREATURES in various doorways watch her with curiosity. ONE CREATURE seems to have light running from wounds on its body. Another tumbles past her, a SLOW ACROBAT, defying gravity. She sees only a few of these but hears far more, chattering and murmuring in the shadows.

INTERCUT:

128. INT. MIDIAN CENTRAL CORE.

128.

As LORI advances, crouched in a niche above where she's walking, we see a small, lizard-like creature, a LEAPER. It flicks its tail out like a long tongue, wraps it around a secure notch of rock and descends.

LORI passes underneath the LEAPER. It reaches out, grabs one of her shiny earrings and rapidly rises on its tail, leaps into its hideaway and places the earring among an array of other baubles, organized like a shrine.

129. INT. MIDIAN CENTRAL CORE.

129.

LORI continues her descent. As she nears the cavern floor, LYLESBURG steps into her path, beside him his fool, OHNAKA.

LYLESBURG

You may go no further.

Continued:

129. CONTINUED (1)

LORI

I want Boone!

LYLESBURG

You're not to blame, but you must understand: what Boone's done has put us in jeopardy ...

LORI

No problem, you tell me where he is and we're outta here ...

LYLESBURG

Boone has gone to Baphomet. He is beyond recall.

A low earthquake-like rumbling from somewhere deep inside the passage LYLESBURG stands before. Underneath the rumble is an animal moan of pain.

LORI

Where is he? He's down here isn't he? You want to stop me you're gonna have to kill me.

Impressed by her resolve, LYLESBURG stands aside. She moves past by her leg and heads down into the chamber, toward a distant thickening light. LYLESBURG gestures after her. OHNAKA nods and follows.

130. SCENE DELETED.

130.

131. SCENE DELETED.

131.

132. INT. BERSERKER'S CHAMBER.

132.

LORI enters a narrow corridor, with heavily-barred, encrusted cells on either side. LORI slows. Scuffling, snorting sounds from within. A row of raw animal heads hang from hooks in the centre of the room.

A sound behind her. OHNAKA tosses a limp slab of raw, red meat into the cell.. The beast releases LORI. Revolting feeding sounds from within.

OHNAKA

(a simpleton's smile)
Berserkers. Always hungry.

OHNAKA takes LORI by the hand and quickly leads her out.

133. INT. OUTSIDE BAPHOMET'S CHAMBER.

133.

OHNAKA and LORI reach the next to last chamber; a roaring from below, down a slope in front of them, wails vibrating with the din from Baphomet's chamber. OHNAKA withdraws. Blindingly bright light, out of which LORI spots a figure climbing toward them.

LORI

Boone? Boone!

She moves down to BOONE, scrambling up the slope towards her, drenched in sweat, half-mad with terror.

BOONE

Don't ... don't look ...

He reaches for her, then collapses. She starts down the slope to him. Dust falls from the roof, the din makes her reel. But she reaches him, starts to haul him to his feet. Then, she looks up and we get a GLIMPSE of ...

134. INT. BAPHOMET'S CHAMBER.

134.

Out of the blinding light, and seemingly the source of it, a huge, black FIGURE turns towards her, twelve feet high, severed limbs connected by sinews of hot, white energy and extruded spines, the face terrible, wise and beautiful.

LORI's stunned, she averts her eyes. BOONE collects himself enough to pull her away and they help each other frantically scrabble up the slope, out of the chamber.

135. INT. OUTSIDE BAPHOMET'S CHAMBER.

135

As LORI and BOONE emerge, OHNAKA appears and beckons them follow. Too exhausted and frightened to speak, BOONE and LORI follow.

136. INT. MIDIAN CENTRAL CORE.

136

Ominous rumblings urge them on, as BOONE and LORI make a stumbling ascent through the core, trailing Ohnaka's urgent lead, watched from the doorways by a variety of CREATURES. None try to stop them.

137. EXT. NECROPOLIS. DAY.

137.

The sun climbs over the horizon, sunlight penetrates the graveyard. A mausoleum door creaks open, LORI and BOONE rush out into the open air. LORI tries to lead BOONE away, he squints painfully against the early light.

BOONE

No, no, I belong here ...

LORI

(grabs him)

Bullshit! Boone, Boone, listen to me -- you belong with me, that's why you lived, that's why we survived, because we belong together ...

OHNAKA swings the door shut behind them. BOONE sees LORI, as if for the first time. She takes his hand, presses it to her face, her breast.

LORI (Cont)

This is me. This is why I followed you, this is what we're living for.

His eyes clear. A part of him seems to return. He embraces her.

BOONE

Lori ...

LORI

They don't need you. Nobody needs you but me. We'll go away, far away, where no-one will ever find us. I love you.

They hold each other.

138. EXT. NECROPOLIS. DAY.

138.

LONG ANGLE

BOONE and LORI - two small FIGURES, alone among the whitened sepulchers. They move towards the gate together.

FADE OUT:

FADE IN:

139. EXT. SWEETGRASS INN. DAY.

139.

Empty streets. No activity. LORI's car pulls slowly into the parking lot.

140. INT. LORI'S CAR. DAY.

LORI turns to BOONE, slumped down in the passenger seat, out of sight, wearing sunglasses.

LORI

I'll get my stuff, I'll be back in two minutes ...

BOONE

Don't leave me alone.

LORI

Boone ...

BOONE

(fiercely)

No!

LORI

(calmly - trying to hide her alarm)

Okay. We'll go in together.

She hands him the Buffalo Days hat and opens the door.

141. EXT. PHONE BOOTH. DAY.

141

From a phone booth across the street we see LORI and BOONE move towards the motel entrance. IN FOREGROUND, a chain mailed hand picks up the phone and dials.

142. INT. SWEETGRASS INN. DAY.

142

BOONE and LORI enter the corridor that leads to her room. Eerie silence, save for a dog yapping somewhere. BOONE stops, alarmed, she turns to him.

LORI

(whispers)

What's wrong?

BOONE

Why is it so empty?

LORI

They must be at the rodeo.

She hurries on, BOONE follows, clearly disturbed. LORI unlocks her door, glancing back at BOONE, who has taken off his sunglasses. There is something strange about the light in his eyes. A subtle wave of color passes across his face.

Continued

142. CONTINUED (1)

BOONE

I smell blood.

LORI

What?

BOONE

So much blood ...

She swings the door open. We expect a horror.
 Nothing. An ordinary room.

LORI

It's okay.

INTERCUT:

143. INT. MOTEL. LORI'S ROOM. DAY.

143.

LORI enters and quickly gathers her belongings together.

BOONE, sweating with terror, slides down the wall into a squatting position.

As LORI packs, she looks down, sees a hole in the wall, the result of some massive violence from the other side. She cautiously leans down, peers through the hole and quickly retreats, hand over mouth, horrified by what she's seen.

LORI

Boone?

BOONE appears at the door.

LORI (Cont)

Next door.

BOONE goes next door and turns the handle.

144. SCENE DELETED.

144.

145. INT. MOTEL. MURDER ROOM. DAY.

145.

BOONE pushes the door open. Inside, a massacre: FIVE DEAD CARD PLAYERS, propped up around a poker table in a sick parody of a poker game tableau; throats flayed, Buffalo Hats on their heads and sitting in the middle of the table, a tall, elaborate house of cards.

Continued:

145. CONTINUED (1)

145.

BOONE moves into the middle of the room. On his face we can see the hunger he feels. Ripples of color begin to move over his features. He moves towards the CORPSES ... as he does so, we hear a nearly deafening sound from outside ... the vibrations knock over the house of cards and ...

146. EXT. SWEETGRASS INN. DAY.

146.

Into the empty street, a helicopter descends, discharging LIEUTENANT JOYCE and a PLATOON of heavily armed SWAT TEAM COPS. Local police cars pour in.

CAPTAIN EIGERMAN climbs out of his cruiser to survey the siege. DECKER introduces him to JOYCE. SHARPSHOOTERS take up positions, training their weapons on the motel, as the SWAT TEAM moves in.

147. INT. MOTEL. CORRIDOR. DAY.

147

LORI moves to the door of the murder room. BOONE is inside, his back to her.

LORI

It was Decker ... Decker did this

...

In FOREGROUND, BOONE's face begins to transform, which LORI can't see. She hears the cops outside.

In FOREGROUND, BOONE's face begins to transform, which LORI can't see. She hears the cops outside.

LORI (Cont)

Boone, we have to get out of here.

BOONE

Stay away from me ...

LORI

Boone, what is it?

BOONE

I don't want you to see ...

LORI

See what?

BOONE

Get out! Do as I say!

Continued

147. CONTINUED (1)

147.

LORI

I won't leave you ...

As she crosses towards him, he turns. His face is in mid-transformation.

148. EXT. SWEETGRASS INN. DAY.

148.

LORI's scream echoes outside the motel. JOYCE orders in the SWAT TEAM. They charge, entering the motel.

149. INT. MOTEL. CORRIDOR. DAY.

149.

LORI backs out of the room in horror.

LORI

Oh my God ... oh my God ...

She hears cops charging up the stairs.

LORI (Cont)

Boone! They're coming!

INTERCUT:

150. INT. MOTEL. MURDER ROOM. DAY.

150.

The transformed BOONE covers his face, slams the room door shut and moves towards the bodies.

LORI hides at the end of the corridor as the SWAT COPS appear at the far end.

On his knees, in the middle of some frenzied action we can't quite see, BOONE stops and looks down at his bloodstained hands.

BOONE

No ... no ...

Out of sight, LORI watches the COPS prepare to storm the room.

As BOONE begins to transform back to human form, he feels the blood and tissue around his mouth. He moans in horror and moves back into the shadows.

151. INT. MOTEL. CORRIDOR. DAY.

151

As the SWAT TEAM kicks in the door and pour inside, LORI slips down a back staircase and out a side door.

152. EXT. SWEETGRASS INN. DAY.

152.

Under cover of the trees and cars around the motel, LORI hides in a place where she can view the front of the building.

She sees EIGERMAN talking with JOYCE, DECKER behind them. They look up as the SWAT COPS manhandle a handcuffed BOONE out of the building. He has totally reverted to human form, the bloodstains seemingly a sure proof of guilt. LORI watches as he's thrown into a police car and driven off.

FADE OUT:

FADE IN:

153. INT. SHERE NECK POLICE STATION. HOLDING CELLS. DAY. 153.

A clank of keys opening locks. A steel door swings open. THREE COPS rough-house BOONE down the corridor, EIGERMAN right behind, passing other cells holding PRISONERS watching them go by. We HOLD ON one, a young fundamentalist Baptist preacher, REVEREND ASHBERRY. He has haunted, maniacally repressed eyes and the ragged look of a habitual drunk.

154. INT. SHERE NECK POLICE STATION. CELL. DAY.

154.

BOONE is thrown into the cell. EIGERMAN and the three cops, LABOWITZ, SERGEANT PETTINE and GIBBS, all practised hard guys, enter the cell after him.

EIGERMAN
Fuckin' freak! Fuckin' cannibal!
(to his MEN)
Stand him up!

They haul BOONE to his feet. EIGERMAN hits BOONE with a wicked blackjack.

EIGERMAN (Cont)
You picked the wrong town, boy. We
believe in real justice here.
(a blow is delivered)
They're gonna take you back to the
city ...
(another blow)
... but we're gonna leave you with
something ...
(another blow)
... to remember ...
(another)
... us ...
(MORE)

Continued:

154. CONTINUED (1)

154.

EIGERMAN (Cont)
(another)

... by!

BOONE sags to the ground, unconscious.

DISSOLVE TO:

155. INT. POLICE STATION BATHROOM/INT. EIGERMAN'S
OFFICE. DAY. 155.

EIGERMAN washes his hands, whistling cheerfully, as JOYCE and DECKER and a small, nondescript uniformed civilian property clerk named KANE, stand by.

DECKER

(to JOYCE)

I'm telling you there are more of them out there, I've seen them ...

EIGERMAN

(helping DECKER convince JOYCE)
Ought'a listen to the Doctor, Lieutenant. Hell, you think one man did the job at the motel?

JOYCE

I'm supposed to believe it's the work of some kind of murdering cult?

EIGERMAN

(dries his hands - pats on cheap cologne)

Wouldn't be the first time would it? Just another symptom of a sick society ...

DECKER

Joyce, I know it sounds mad, but these aren't men we're talking about, they're monsters.

EIGERMAN exits the bathroom. The others follow, down the corridor and into Eigerman's office. We seen and hear a crush of REPORTERS and other MEDIA waiting outside his office.

EIGERMAN

What kind are they, Doc, bloodsuckers?

DECKER

There's only one way to find out; send some men out there to search the grounds, by daylight ...

Continued:

JOYCE

(skeptical)

You're saying they only come out at night?

DECKER

Lieutenant, with all due respect, I don't think you're cultivating a very constructive attitude ...

EIGERMAN

Maybe you want to go check it out yourself, Lieutenant. I'd like to join ya but we got these press folks and photographers come in from all over; wouldn't be polite to keep 'em waitin'.

JOYCE

(pause)

All right. I'll go take a look.

EIGERMAN

Good enough. Tell you what, I'll send along three of my finest to keep you company.

(he opens a door)

Boys? Step on in here a second.

SERGEANT PETTINE, GIBBS and a third cop, a fat rookie, TOMMY, rise from their seats in the corridor.

156. INT. POLICE STATION. BOONE'S CELL. DAY.

156

Badly beaten, BOONE lies in the corner, stirring when he hears the door unlocked. LABOWITZ ushers in a middle-aged, small-town physician, DOCTOR ROSE.

LABOWITZ

Doctor's here to examine you, freak. Just so nobody can say we laid a finger on you ...

(he winks at ROSE)

Looks okay to me, what do you think, Doc?

BOONE painfully pulls himself upright. Looks up at DR ROSE, who slips on his stethoscope, listens to BOONE's chest. He moves it, listens, moves it again, alarmed. He takes BOONE's wrist, feels around. BOONE stares at him. DR ROSE clears his

Continued:

156. CONTINUED (1)

156.

throat, rises, moves to LABOWITZ at the door and speaks quietly.

DR ROSE

No pulse.

LABOWITZ

What's that?

DR ROSE

No ... pulse.

157. EXT. POLICE STATION. DAY.

157.

A CROWD of JOURNALISTS and ON-LOOKERS mill outside the station. We FIND LORI, following her through the CROWD as she tries to get a view of the building.

As she watches, JOYCE and his THREE COP ESCORT, climb into two police cars and drive off.

158. INT. POLICE STATION. DAY.

158.

An impromptu press conference, with EIGERMAN center stage, standing at a table laced with tape recorders and microphones. Behind him, a map of the town, with colored pins and a blackboard drawing of the Sweetgrass Inn, including a diagram of where the bodies were found. EIGERMAN adores the attention.

EIGERMAN

Yes he may have had accomplices but I can't reveal the precise source of my information on that ...

1ST REPORTER
Local source, Captain?

EIGERMAN
(a glance at DECKER in
the CROWD)
Not so's you'd notice.

2ND REPORTER
Has Boone made a confession?

EIGERMAN
We found him with a piece of human flesh in his mouth. How's that for guilty?

Continued:

158. CONTINUED (1)

Cameras flash furiously. We see LABOWITZ leading DR ROSE through the CROWD to the podium. LABOWITZ reaches EIGERMAN and whispers in his ear. EIGERMAN makes him repeat it. His brow knits in puzzlement. He turns to the PRESS and smiles.

EIGERMAN (Cont)

'Scuse me, folks, won't be a second.

EIGERMAN points a beckoning finger at DECKER, who follows him into his office, along with LABOWITZ and DR ROSE.

159. INT. EIGERMAN'S OFFICE. DAY.

159.

EIGERMAN closes the door and turns to DECKER.

EIGERMAN

Just exactly how many bullets did they put into this geek up at Midian?

DECKER

Why?

DR ROSE

(severely shaken)

Half of them are still in him. In fact, he's riddled with them.

DECKER

As I told you, these aren't ordinary people. You're saying he should be dead?

DR ROSE

No, I'm saying he is dead.

DECKER

When?

EIGERMAN

Not lying down dead, friend. Walkin' around in my fucking cell dead. Now what about that?

DECKER's shaken. He grips his briefcase tightly.

160. INT. POLICE STATION. BOONE'S CELL. DAY.

160.

BOONE sits in his cell, head down, expression masked, eyes moving restlessly.

FADE OUT:

FADE IN:

161. EXT. SHERE NECK STREET. DAY.

LORI emerges from a supermarket with food to eat. She walks into a small square, finds a seat and sits down to eat. As she reaches into the bag:

BABETTE (V.O.)

Lori?

She looks round. The voice sounded real. No sign of Babette.

BABETTE (V.O. - Cont)

Lori ... close your eyes.

LORI

(frightened)

Where are you?

BABETTE (V.O.)

Please, do as I say.

LORI closes her eyes.

162. INT. SKULL CHAMBER. CENTRAL CORE.

LORI and BABETTE's P.O.V. - darkness.

BABETTE (V.O.)

Be with me ... be with me ...

Dim light. We're in the Midian skull-chamber, seeing it through BABETTE's eyes. Their voices merge into one.

LORI/BABETTE (V.O.)

... where am I? What's happening to me?

RACHEL steps into view, and looks directly down at the CAMERA.

RACHEL

What is it, child?

163. EXT. SHERE NECK STREET. DAY.

163.

LORI's eyes spring open. She's terrified.

BABETTE (V.O.)

Lori! Come back!

LORI closes her eyes again and we click back into

...

164. EXT. SHERE NECK STREET. DAY.

164.

LORI and BABETTE's P.O.V. - we see BABETTE's view of RACHEL.

LORI/BABETTE (V.O.)

Is this real?

RACHEL

(whispers)

What are you talking about?
Babette?

(grips BABETTE)

What have you done?

LORI/BABETTE (V.O.)

I've brought her, to see. She's in me.

BABETTE breaks away, RACHEL tries to catch hold, BABETTE runs. P.O.V. CAMERA VEERS around and down through the maze of Midian.

165. EXT. SHERE NECK STREET. DAY.

165.

Eyes closed on the bench, LORI gasps as the journey snatches her up.

166. INT. CENTRAL CORE.

166.

LORI and BABETTE's P.O.V. - BABETTE races over a rope-bridge. We see it all through her eyes, her hands coming occasionally into view. We head down a narrow tunnel and into a small chamber, which is Babette's hidehole. We scan the treasures she keeps there: a doll made of grasses; birds' skulls; pretty stones. We hear voices from above and we look up at a steel grille, facing out on the surface.

166A. EXT. NECROPOLIS. DAY.

166A.

Pushing closer to the grille we see ... JOYCE, PETTINE, TOMMY and GIBBS, wandering through the Necropolis, armed to the hilt. Only JOYCE carries no weapon.

PETTINE

Christ, you could hide a fuckin' army in here.

TOMMY

What egg-zactly are we lookin' for, Sarge?

Continued:

166A. CONTINUED (1)

166A.

TOMMY

(spits some tobacco juice
on a tomb)
We're here to kick some major-
league butt.

JOYCE

(distrusts these throwbacks)
We're here to scout, not engage.

TOMMY

Well what if they engage us? What
about that?

PETTINE

There's people down there, I can
feel it.

LORI/BABETTE gasps, PETTINE hears the sound and
walks over to the grille.

TOMMY

Why don't we just shoot 'em in their
graves? Save us diggin' new ones.
(giggles - fires at one of
the tombs)

JOYCE

(angry)

Hold your fire!

PETTINE

We want prisoners, Tommy.

PETTINE goes down on his haunches beside the
grille, runs the muzzle of his gun along it. P.O.V.
CAMERA withdraws into the shadows. He shakes his
head and ...

167. EXT. NECROPOLIS. DAY.

167.

We CUT OUT of the P.O.V. as PETTINE stands.

PETTINE

There's something down there all
right.

JOYCE

If that's the case we'll call for
back-up ...

PETTINE spots a movement in the shadows of a half-
open mausoleum door. He catches GIBBS' eye, nods

Continued:

167. CONTINUED (1)

in the direction of the door. GIBBS gets the idea and starts to back towards the tomb.

PETTINE

(a performance)

I don't know. Maybe we're just spooked. Hell, who'd live in a graveyard, anyway?

(crossing towards GIBBS)

What do you say, Lieutenant? Maybe we ought'a just pack it in ... head for home ...

He and GIBBS rush the door of the tomb; there's a cry of surprise from inside.

168. EXT. NECROPOLIS. DAY.

LORI and BABETTE's P.O.V. - CAMERA GLIDES back up to the grille in time to see GIBBS and PETTINE drag OHNAKA out of darkness and into the sunlight where she lacks the strength to resist.

TOMMY

Well, lookee what we got here ...

TOMMY strikes OHNAKA with a rifle butt, knocking her to her knees.

169. EXT. NECROPOLIS. DAY.

As the COPS circle around OHNAKA, she moans, puts her head down and covers her face with her hands.

GIBBS

Shit. Don't look so tough to me.

PETTINE

Want we should interrogate it,
Lieutenant?

JOYCE

(amazed)

Give it some room.

In the sunlight, OHNAKA's naked back begins to smoke and blister.

GIBBS

What the hell for?

169. CONTINUED (1)

JOYCE

God damn it! There's something
wrong with her ...

TOMMY

(disgusted)

Shit ...

PETTINE

What the fuck is this?

GIBBS is unfazed. He steps up to OHNAKA and kicks
the creature over.

GIBBS

We want answers, asshole!

JOYCE

Back off, Gibbs!

GIBBS ignores him, trying to drag OHNAKA's hands
away from her face.170. EXT. NECROPOLIS. DAY.LORI and BABETTE's P.O.V. - Watching the knot of
men around the defenseless OHNAKA.

LORI/BABETTE (V.O.)

The light ...

171. EXT. NECROPOLIS. DAY.GIBBS rifle-butts OHNAKA's hands, then pulls them
away from her face; the features are horribly
disfigured, blood running from her eyes, scorched
by the sun. Now even GIBBS tries to back away, but
OHNAKA grabs hold of his shirt.

GIBBS

Shit! Shit! Get it off me!
Tommy!

TOMMY

No way, man!

PETTINE fires his piece at OHNAKA, hitting her in
the belly and arm, but she still holds on, throwing
back her head and howling. Smoke rises from her
entire body, dust pours from her veins. The howl
becomes a high-pitched whine and she explodes, in a
burst of dust and black blood.

172. EXT. NECROPOLIS. DAY.

LORI and BABETTE's P.O.V. - They see OHNAKA die.

172.

173. EXT. SHERE NECK STREET. DAY.

LORI opens her eyes, which are running with tears.

173.

LORI

Oh my God ... oh my God ...

She stands up, her hand to her mouth.

174. EXT. NECROPOLIS. DAY.

LORI and BABETTE's P.O.V. - BABETTE's trembling hands hold onto the grille as she watches.

174.

BABETTE (V.O.)

Lori, don't leave, please don't leave me.

175. EXT. NECROPOLIS. DAY.

175.

The COPS stare in disbelief at OHNAKA's dusty remains.

PETTINE

Jesus ... d'you see that fucker's face?

JOYCE

It was the sun. The sun did it.

GIBBS

Christ on a crutch ...

JOYCE

Man, that tears it, I'm calling the fuckin' chief.

GIBBS raises a trembling match to his cigarette ~~ms~~
TOMMY heads back to the cars.

GIBBS

Couldn't have been just ... just the sun ...

JOYCE

Believe it, shithead.

Continued:

175. CONTINUED (1)

175.

PETTINE

(grinning)

So if all it takes is the sun, we
got the perfect weapon, right over
our heads.

JOYCE

Until it goes down.

PETTINE's smile fades. Then a cry of alarm from
the distance.

TOMMY (V.O.)

Oh no! Shit! Pettine! Goddamn
it!

The men rush to the gate.

176. EXT. NECROPOLIS GATES. DAY.

176.

The two police cars are on fire. The other cops
reach them, PETTINE reaches into the one less
involved in flame and pulls out the radio
microphone.

JOYCE

Who did it, did you see anyone?

TOMMY shakes his head. They all look up, hearing a
distant car engine.

177. EXT/INT. BEAT-UP CAR. DAY.

177.

Wearing a hat and dark glasses, laughing, NARCISSE
drives this old clunker like a maniac, takes a
large cigar out of his mouth.

He strikes a match off a thumb hook and lights up.
In the back, protected from sunlight by shades on
the windows, is RACHEL.

178. INT. SHERE NECK POLICE STATION. TOILET. DAY.

178.

The door opens, a panicked LABOWITZ enters.

LABOWITZ

Chief, come quick ...

EIGERMAN

(from inside a stall)
This better be good ...

Continued:

178. CONTINUED (1)

LABOWITZ

Pettine's on the radio, they're
under attack.

EIGERMAN

Hot damn, we got contact!

He bursts out of the stall, hitching his trousers.

179. INT. EIGERMAN'S OFFICE. DAY.

179.

EIGERMAN enters, takes the two-way receiver. Behind
him, DECKER, LABOWITZ and KANE enter the office.

EIGERMAN

Pettine, what's your situation?

INTERCUT:

180. EXT. NECROPOLIS/INT. EIGERMAN'S OFFICE. DAY.

180.

PETTINE on the radio, as the others try to keep
back the flames.

PETTINE

(into radio)

The place is crawling with 'em ...
they torched our cars ... fuckin'
freaks! ...The transmission breaks up. EIGERMAN turns to the
others in the room.

EIGERMAN

(joyfully)

... Sound the call, boys, let the bells
of freedom ring, we got to mobilize.DECKER affectionately runs his hand over his
briefcase.181. EXT. SHERE NECK. STREET. DAY.

181.

LORI moves down the street, blinking through tears.

BABETTE (V.O.)

I'm afraid ...

LORI

I have to go, Babette, I have to
get help. I'll be back, I promise.
You hide somewhere.

Continued:

181. CONTINUED (1)

The connection fades. LORI wipes the tears from her cheeks.

182. INT. POLICE STATION. DAY.

182.

The CROWD and JOURNALISTS still hanging around; EIGERMAN throws the door open.

EIGERMAN

Listen up! We got officers under attack, I need volunteers for a posse! Y'all sign up with Officer Labowitz here!

He moves back towards the office, as LABOWITZ, clip-board in hand, is besieged with offers.

183. INT. EIGERMAN'S OFFICE. DAY.

183.

DECKER is sitting with his briefcase open on his lap, gazing affectionately at the Button Head mask inside. He snaps the case shut as EIGERMAN re-enters, followed by the silent KANE. EIGERMAN digs a key out of his desk.

EIGERMAN

If you're gonna make an omlette you have to break eggs, isn't that right, Professor?

DECKER

(doesn't follow)

Sorry?

EIGERMAN

Christmas comes early this year.

184. INT. POLICE STATION. CELLAR/STORAGE ROOM. DAY.

184.

EIGERMAN leads DECKER, KANE and another COP down into the bowels of the station. He unlocks a door and switches on a light. Warehoused inside is a virtual arsenal in a number of packing crates stenciled with a martial insignia and the name:

"SONS OF THE FREE:
SHREK NECK BRIGADE"

The crates are also stamped with their countries of origin: South Africa and the Soviet Union.

Continued:

184. CONTINUED (1)

184.

EIGERMAN

Ounce a' prevention is worth a pound a' cure. Save for a rainy day, one day that day will come. Don't matter if it's Commies, homos, freaks or Japs, we are ready. World class ordnance, Doc: the best private sector money can buy.

KANE, with a clipboard, goes over supplies with the other COP.

KANE

(over above - in his element)
 Okay. We got your spankin' new G3 thirty-odd-six Springfield semi-auto with roller-lock action and retractable stock. For standard carbine firepower, you can't beat this match-accurate Galil AR 7.62 NATO assault rifle and for the sportsman in the crowd we carry this handy, double-pump, Mossberg Persuader, sling swivels double extractors, which also comes in a light-weight single-barrel size for ladies and juniors --

DECKER

Marvelous, really, but --

KANE

Now over here we're talkin' Damascus, high-carbon Spetnatz shootin' knives, and for that tough up-close-and-personal work, you can always count on your razor-wire/fishing-line garotte when nuthin' else will do --

DECKER

(over KANE)

Captain, have you considered the possibility that knives and bullets won't be adequate to the task?

EIGERMAN

Show him, Kane.

KANE

(pulling off a shroud to unveil)

That's why we bought these cherry Israeli Army high-octane, linear-field flame throwers.

Continued:

184. CONTINUED (2)

184.

EIGERMAN

Now I know what you're thinkin',
Doc; maybe there's some sort'a
spiritual angle to all this. Well,
we got that covered, too.

185. INT. POLICE STATION. HOLDING CELLS. NIGHT.

185.

A cell door swings open. DECKER and EIGERMAN look in on the Baptist preacher, REVEREND ASHBERRY.

EIGERMAN

Reverend Ashberry, your services
are required.

DECKER

He looks like a drunk.

EIGERMAN

He is; lost his way, poor bastard.
(hauling ASHBERRY to his feet)
You wouldn't wanna miss the Day of
Judgment, now would you?

ASHBERRY

(seems he's been waiting
for this)
The Apocalypse? It's here?

EIGERMAN

They're warming up for it over in
Midian.

(leading him out)

Padre, you get your pious butt over
to church and load up on some Holy
Water and crucifixes ... we're
goin' in there with God on our
side.

DISSOLVE TO:

186. EXT. POLICE STATION. DAY.

186

BOONE looks out the window of his cell as a large, unruly POSSE musters outside in a variety of vehicles. A mix of survivalist fanatics in "Sons of the Free" - labeled camouflage, Marlboro Men with six-shooters, red-neck bozos with their diesel-dyke mamas and heavily made-up bimbos out for a good time. The atmosphere is one of near carnival.

Accoutred for combat, KANE and some other COPS distribute the weapons.

Continued:

186. CONTINUED (1)

BOONE slumps away from the window, his worst fears realized.

REVEREND ASHBERRY arrives, lugging six full canteens and an armload of crucifixes. He loads into the back of an enclosed, high-tech camper with EIGERMAN and DECKER. EIGERMAN blows an air-horn, claiming the CROWD's attention.

EIGERMAN

You are all hereby deputized in the name of the law. Now let's kick some ass!

Eigerman's truck leads the caravan off, which drives off, horns honking, war whoops and liquor-fueled courage. As the dust clears now. Left more or less alone, LORI looks at the police station.

A beat-up car squeals to a halt in front of her and the front door opens.

NARCISSE

Hey, chickie, want a ride?

LORI

No ...

RACHEL

Please.

LORI sees RACHEL and gets in the car.

187. INT. BEAT-UP CAR. DAY.

187

NARCISSE drives around the block, smoking his cigar.

NARCISSE

We have to get Boone out, Midian needs him ...

LORI

What could he do?

RACHEL

He went into Baphomet's chamber.
He spoke with the Baptiser ...

NARCISSE

And survived; nobody ever did that before.

Continued

187. CONTINUED (1)

187.

RACHEL

Perhaps Baphomet told him something,
something that could save Midian.

NARCISSE

Where they keeping him?

LORI

Inside somewhere. He'll be guarded.

RACHEL

He has powers of his own.

LORI

Tell me about it; what's happened
to him?

NARCISSE

He was bitten by a Nightbreed, see,
the taint's in his system ...

RACHEL

Boone has been turned, he's one of
us ...

LORI

Okay. So what you're saying is,
you're saying he's dead.

NARCISSE

Hey, some of my best friends are
dead.

LORI

(horrified)

... I'm going out of my mind.

NARCISSE

(to RACHEL)

See? I told you she'd take it
well.

188. EXT. HIGHWAY TO MIDIAN. DAY.

188

The POSSE heads down the road, whoops and hollers
emerging from the dust cloud it kicks up.

189. INT. CAB OF EIGERMAN'S TRUCK. DAY.

189

EIGERMAN cleans his silver-plate Magnum .45, DECKER
sits beside him holding his briefcase, across from
ASHBERRY, who's frantically paging through an
ancient Bible.

Continued

EIGERMAN
Ever done an exorcism, Father?

ASHBERRY
No.

EIGERMAN
Ever seen one?

ASHBERRY
No.

EIGERMAN
Well I'd start rehearsin' if I was
you.
(hands a gun towards DECKER)
Why don't you hang on to that, Doc?

DECKER
(a little prim)
Oh no, I wouldn't know how to use
it ...

ASHBERRY
(finds something in the
book, reads)
Lisen! "So Moses spoke to the
people, saying 'Arm yourselves for
war and let them go and take
vengeance for the Lord on Midian
... and so they burned with fire
all the cities where they dwelt and
killed the kings of Midian, both
man and beast!"

EIGERMAN
(with a wink)
Hey, how 'bout that, Doc? Sounds
like we're on a crusade against the
Devil himself.

ASHBERRY
(not terribly convincing)
I don't believe in the Devil.

DECKER
Oh ... you will.

ASHBERRY looks at DECKER; no trace of irony in his
expression. ASHBERRY sorts through the canteens,
finds the one that doesn't have a white cross on
it, opens it and knocks back two fingers of
bourbon.

DISSOLVE TO:

190. EXT. SHERE NECK POLICE STATION. DAY.

The sun sinking low in the sky. The shadows are long.

191. INT. SHERE NECK POLICE STATION. HOLDING CELL CORRIDOR. DAY.

The station is eerily quiet. LABOWITZ and an Irish cop, CONNIE CORMACK, guard the cells. TWO other COPS patrol the end of the corridor. All heavily armed. LABOWITZ moves to the door of BOONE's cell.

192. INT. POLICE STATION. BOONE'S CELL. DAY.

The spy-hole cover is open. BOONE looks up.

LABOWITZ
(from other side of door)
Hey, freak-face, we found your
pals. They're gonna fry, just like
you. Give us a smile now.

BOONE stares at the floor, depressed, defeated.

193. INT. POLICE STATION. HOLDING CELL CORRIDOR/OFFICE. DAY.

LABOWITZ chuckles and closes the spy-hole. He walks back down to the coffee station near Eigerman's office, where CORMACK is pouring two cups. He takes out a flask, spikes his mug and offers some to LABOWITZ.

CORMACK
Little Irish in your joe, Constable
Labowitz?

LABOWITZ
(a bad brogue)
Don't mind if I do, Constable
Cormack.

There is a knock on the station door. They look at each other. CORMACK picks up his gun and crosses to the door.

CORMACK
Who's there?

RACHEL (O.S.)
Help me, please.

Continued

193. CONTINUED (1)

CORMACK

What's wrong?

RACHEL (O.S.)

Accident. We need help.

CORMACK decides to unbolt the door. On the step stands RACHEL, shrouded in black veils. Only her eyes are visible. They fix CORMACK.

CORMACK

What's the problem, lady?

She drops the veil. The other half of her face has disappeared into smoke.

CORMACK (Cont)

What the blazes?

Her costume falls to the ground. Her eyes dissolve. As smoke, RACHEL blows into the station. CORMACK fires through the smoke, yelling as he does so.

LABOWITZ

(running towards the cell)

Hold 'em, Connie!

194. INT. POLICE STATION. CELL CORRIDOR. DAY.

194

The TWO other COPS hear the shot and run towards the station. LABOWITZ runs back in with them before they get there, slams and bolts the door.

LABOWITZ

(to the other COPS)

Hold your ground!

(yells through the door)

Cormack? You all right?

195. INT. POLICE STATION. DAY.

195

CORMACK turns back towards the door, sees NARCISSE, screams and fires twice. NARCISSE flips one of the bullets out of his chest with a thumb-nail, then leaps onto CORMACK, who manages to shoot himself in the foot. LORI enters, slams the door and locks it. NARCISSE squats over CORMACK, holds his razor-nails under his chin.

NARCISSE

Where is he? Where's Boone?

Continued

195. CONTINUED (1)

195.

CORMACK

Cell f-f-f-five ... through the door ...

NARCISSE

(grins at Lori)

I love a coward.

196. INT. POLICE STATION. CORRIDOR CONNECTING DOOR.
DAY.

196.

LABOWITZ and the other COPS confidently prepare for a siege.

LABOWITZ

(calling back to BOONE)
Don't think you're getting sprung, freak. No way they get through that door; solid steel, armor-piercing shells wouldn't even make a dent ...

Smoke seeps through the key-hole, and from beneath the connecting door.

LABOWITZ (Cont)

You hear me, freak? No fuckin' way!

The smoke from the key-hole begins to form into a face, which floats on a cord of smoke/flesh from the key-hole. The smoke from beneath the door forms into breasts and rib cage, in which a heart beats. LABOWITZ turns and sees it.

LABOWITZ (Cont)

Jesus Christ ...

He empties his gun through the smoke; the TWO COPS on the other side of the smoke are hit and go down.

An arm moves towards LABOWITZ; so does RACHEL's face. Her beauty mesmerizes him. Her naked breasts, which float beneath the head, barely connected to it as yet, enchant him even more.

RACHEL

Come closer ... I don't want to kill you ...

Her hand presses LABOWITZ's rifle aside. RACHEL's lips touch him. He doesn't resist, but once his mouth is sealed against hers he can't breathe. He

Continued:

196. CONTINUED (1)

196.

tries to raise the rifle, but she dashes it from his hand. Then she snatches the keys from his belt and breaks the kiss. He falls to his knees, gasping. Her body completed and naked, RACHEL unlocks the connecting door, then starts looking for BOONE. Behind her, as LABOWITZ reaches for his gun, NARCISSE's hand reaches in and grabs his throat.

NARCISSE

Naughty, naughty.

LABOWITZ looks up into NARCISSE's scarred face and faints. LORI steps past LABOWITZ to the cell RACHEL directs her towards.

RACHEL

We don't have much time.

LORI

I know.

LORI unlocks the door.

197. INT. POLICE STATION. BOONE'S CELL. DAY.

197.

LORI enters; BOONE is squatting against the far wall. The failing light hits the brick beside his head, but his face is in shadow.

LORI

Boone.

NARCISSE

(appearing in the doorway)
No time for fucky-fucky.

She slams the door, then moves towards BOONE.

LORI (Cont)

Get up, Boone.

BOONE

Leave me alone ...

LORI

Boone, they'll be back for you ...

BOONE

Let them. Let them finish the job ...

LORI

They can't kill you if you're
already dead.

Continued:

197. CONTINUED (1)

197.

BOONE

You know?

(she nods; self-contempt
stinging him)And you know what I did, in that
room ... the flesh, I can still
taste it ...

LORI

That wasn't you!

BOONE

(tormented)

I thought I wanted to be Nightbreed.
All I want is for them to kill me
and leave me in peace ...

LORI

No! Midian needs you.

BOONE

Midian's just pain, just a hole in
the ground, full of things that
should lie down and be dead ...

(LORI approaches him)

Don't! Don't touch me, I'll hurt you.

LORI

No you won't ...

(touches him)

... Boone, if not for Midian, then for
me. I want you. I want you dead, if
that's the way you are. You think I'm
frightened? You think you disgust me?
You don't. I won't leave you. If they
come for you, I'll let them kill me
too ...

He suddenly clings to her, his face at her groin.

BOONE

No!

LORI

Don't let them destroy us, Boone.
I don't want to be dust, I want us
flesh and blood ...(he rises up her body
his hands all over her)
Forgive yourself, Boone ... come on...
(he pulls up her blouse -
kisses her breasts)
... Say it. Say you forgive
yourself.

Continued:

197. CONTINUED (2)

197.

BOONE

(kissing her face)
Yes. Yes, I forgive myself ...198. INT. POLICE STATION. CELL CORRIDOR. DAY.

198.

NARCISSE knocks, calls through the door.

NARCISSE

What the hell are you doing in
there?

INTERCUT:

199. INT. CELL. DAY.

199.

Fucking, is the answer. They are wound around each
other: licking, biting, gasping. BOONE thrusts up
into her.

LORI

Yes ... yes!

NARCISSE

(to himself)

Jesus. Bastard does better dead
than I did alive.200. INT. POLICE STATION. DAY.

200.

The connecting door flies open, a rejuvenated BOONE
and LORI move into the office where NARCISSE and
RACHEL are waiting. NARCISSE toys with the
unconscious CORMACK.

RACHEL

Are we going?

NARCISSE

About time.

BOONE

Midian.

NARCISSE

All right.

BOONE

It's about time they saw the
truth.

201. SCENE DELETED.

201.

202. EXT. NECROPOLIS GATES. LATE AFTERNOON.

202.

GIBBS, JOYCE, TOMMY and PETTINE wait outside the gates. PETTINE paces. JOYCE looks at his watch, moves over to PETTINE and speaks quietly.

JOYCE

How long until dark?

PETTINE

Two hours. Two and a half. I told 'em to bring gasoline. We'll burn the bastards out.

JOYCE

Has it occurred to you maybe we've got this all wrong? We could be destroying ... I don't know, a whole new species.

PETTINE

You saw that fucker below, Lieutenant, same as me. That damn thing was just too weird to live.

JOYCE

Maybe they're just different.

PETTINE

Isn't that enough reason?

JOYCE stares at him. In BACKGROUND, TOMMY starts to holler. PETTINE calls.

PETTINE (Cont)

What is it?

TOMMY is pointing frantically at a dust cloud in the distance.

203. EXT. ROAD TO MIDIAN. LATE AFTERNOON.

203.

A VIOLENT CUT to the roar of engines as we TRACK with the fast moving POSSE. EIGERMAN stands up out of a skylight in the cab of his truck, eggs on the other vehicles with a rebel war cry.

EIGERMAN

Yee-hah!

204. EXT. NECROPOLIS GATES. LATE AFTERNOON.

204.

As the caravan appears. Ecstasy. TOMMY and GIBBS dance a jig together.

GIBBS
It's the fuckin' cavalry!

The POSSE speeds down towards the Necropolis gates.

205. EXT. ROAD TO MIDIAN/INT. CAR. DUSK.

205.

Narcisse's beat-up car speeds down the highway towards Midian.

BOONE
How much further?

NARCISSE
A mile, maybe two --

We CLOSE IN ON RACHEL, who stares ahead of her, as if in a trance.

RACHEL
We're too late.

NARCISSE
Hang on!

Steering hard, he veers the car off the road and into thick woods. Branches thrash against the windshield.

NARCISSE (Cont)
This is a shortcut!

206. EXT. NECROPOLIS. DUSK.

206.

The POSSE is busily at work around the Necropolis, EIGERMAN and KANE supervising. Some are laying trails of gasoline through the pathways. Others are simply patrolling, guns in hand. There is an air of nervous anticipation.

ASHBERRY comes round a tomb and WE FOLLOW him down a walkway, staring in awe at the masoleums and statuary.

Looking at a particularly large tomb, ASHSBERRY's eye is captivated by a large, fantastically rendered marble WINGED ANGEL. He approaches it, reaches up to touch it. The ANGEL, a monster,

Continued:

206. CONTINUED (1)

206.

turns to look at him with sad, impassive gravity. Then we see its shadow on ASHBERRY's face and hear the slow, thick beatings of its wings as it flies off.

ASHBERRY's stunned. He fumbles the top of his bourbon canteen off, takes a long drink, then stops when he sees a load of dynamite taped to the side of the tomb. He follows the wire that leads off it to another dynamite pack on an adjacent tomb and then another. He's panicked.

207. EXT. NECROPOLIS. DUSK.

207.

KANE is escorting EIGERMAN and PETTINE down a pathway, pointing out the POSSE's handiwork.

KANE

... packets of plastique at every intersection, trip wires outside the biggest tombs, we figure those'll be the major escape routes

...

EIGERMAN

How much longer?

KANE

Five minutes.

EIGERMAN

(into walkie-talkie)

Let's pull back to the perimeter before we lose the light. We've got movement underground; they're hearing it round the walls.

ASHBERRY

(approaching them from the side)
Captain!

KANE

Jesus, not there, STOP.

(ASHBERRY freezes)

We got Claymores planted in the rosebushes, Reverend, cut your nuts off faster'n a hedge clipper.

ASHBERRY

We've made a mistake, there are Angels here, a heavenly host ...

EIGERMAN

You're drunk, asshole.

Continued:

207. CONTINUED (1)

207.

ASHBERRY dumps the bourbon out of his canteen.

ASHBERRY

No. Listen to me, it's wrong, it's
sacrilege, this is Holy ground ...

EIGERMAN

Get the hell up that hill you pinhead.

ASHBERRY

You brought me here because I'm a
man of God.

EIGERMAN

That's right; hang round here a
couple more minutes, Padre, and
you'll be sitting at his left hand.
Now get your sorry ass out of the
fuckin' way ...

EIGERMAN backhands him. ASHBERRY falls. EIGERMAN,
KANE, PETTINE and the other cops begin to pull
back.

ASHBERRY looks up, as he hears grindings and growls
in the earth. BOONE is lifting off the top of a
nearby tomb. ASHBERRY is about to shout when
NARCISSE grabs him around the throat, puts a finger
to his lips and signals him to be quiet. NARCISSE
follows BOONE into the tomb. The tomb-lid scrapes
as it's pushed back into place from beneath.
ASHBERRY starts to pray.

207A. INT. BELOW MIDIAN.

207A.

BOONE and NARCISSE move through the panicking
underground, CREATURES fleeing in every direction.
BOONE sees LYLESBURG, trying to keep the panic
down, moves towards him.

LYLESBURG

Stay down! Stay where you are,
they're waiting for us above ...

BOONE

(intercepting him)
No! If you stay here you'll be
slaughtered ...

LYLESBURG

This is our home ...

BOONE

Not anymore ...

Continued:

207A. CONTINUED (1)

207A.

LYLESBURG

We belong here ...

BOONE

Listen to me, old man, the rules
change; if you want to live it
won't be here and it won't be by
your laws ...

Other CREATURES have stopped, watching the
confrontation. BOONE speaks to them as well.

BOONE (Cont)

If you want to survive we've got to
fight back, we can't hide anymore!

(to LYLESBURG)
What's it gonna be?

LYLESBURG slumps, acquiescing, unable to refuse
BOONE's assertions.

BOONE (Cont)

(to NARCISSE)

Get the children above ground, find
a hiding place ...

(to the others)
Get ready to fight!

(to LYLESBURG)
What about Baphomet? Can he be
moved?

LYLESBURG

Yes. It could be done.

BOONE

It must be done.

LYLESBURG

I'll get help.

BOONE

And the Berserkers? Could we use
them?

LYLESBURG

They're uncontrollable. We should
only release them if we have no
other choice.

BOONE

That may be sooner than we think.

208. EXT. HILL ABOVE THE NECROPOLIS. DUSK.

208.

From this high vantage point, DECKER watches the preparations below through binoculars, with the glee of a pyromaniac at a firestorm. The sun is setting. He stares up at it, squinting into its brightness.

THE MASK (V.O.)
... I'm waiting ... Philip? ...

DECKER looks towards the patrol car parked nearby. The front door is open. On the passenger seat sits his briefcase. DECKER quickly crosses to the car.

DECKER
Be quiet.

THE MASK (V.O.)
Let me out, Philip. There's going to be bloodshed. I want to see.

DECKER opens the briefcase. The MASK and his knives are laid out inside.

SCRIPT CONTINUES SCENE 208 (1) PAGE 105

Continued:

208. CONTINUED (1)

208.

THE MASK

Ah, that's better.

DECKER

We can't let anyone see us ...

THE MASK

I want to be free!

JOYCE (V.O.)

Decker?

DECKER swings round, slamming the case shut, as
JOYCE approaches.

DECKER

Lieutenant ...

(covering flawlessly)

You gave me such a start.

JOYCE

Eigerman's invited you to watch
from the command post.

DECKER

Oh, I don't think I'm up to it, really.

JOYCE

... I've got a bad feeling about this.

DECKER

Believe me, Lieutenant, whoever or
whatever's living down there
deserves what's coming.

JOYCE

Monsters, you mean?

DECKER

Unnatural, misbegotten creatures.

JOYCE

I don't know. The only monsters
I've ever seen had a human face.As JOYCE looks down at the Necropolis, DECKER
sneaks an anxious side-long glance at his
briefcase.209. INT. NECROPOLIS GATES. DUSK.

209.

The final EXPLOSIVES-LAYERS exit, their backs
covered by flame-thrower and machine-gun carrying

Continued:

209. CONTINUED (1)

209.

MOB MEMBERS. A distraught ASHBERRY is the last out.

Midian is now completely deserted. Dandelion seeds drift down the walkways, caught in shafts of sunlight.

210. EXT. NECROPOLIS GATES/COMMAND POST. DUSK.

210.

EIGERMAN, PETTINE and KANE, looking at their watches.

KANE

(a pause - then)
 ... T-minus fifteen seconds ...
 ten, nine, eight, seven, six, five,
 four, three, two, one ...

EIGERMAN

Go.

KANE depresses the detonator. There are two large explosions, followed by several smaller ones. Part of the Necropolis wall is blasted out. SEVERAL MEMBERS of the POSSE retreat. EIGERMAN pulls his pistol.

EIGERMAN (Cont)
 You there, stand your ground!
 (fires a warning shot)
 Stand your ground, damn you!

The defectors stop. There are several more chain explosions in the Necropolis.

211. SCENE DELETED.

211.

212. SCENE DELETED.

212.

213. INT. BELOW MIDIAN.

213.

NARCISSE is leading a group of CHILD/MONSTERS, as the explosions bring earth plunging down from the ceiling. Babies cry. Monsters scream. We see several CREATURES howling in bestial terror.

BABETTE is separated from Narcisse's group by falling earth, nearly trampled in the chaos. She is picked up by the DOG-FACED MAN.

BABETTE
 I want my mother.

Continued:

213. CONTINUED (1)

213.

MAN

We'll find her.

214. EXT. NECROPOLIS GATES/COMMAND POST. NIGHT.

214.

Smoke billows over the walls. EIGERMAN moves closer to the gates, listening to the wild cries from inside. He grabs ASHBERRY by the collar.

EIGERMAN

That sound like a heavenly choir to you, Padre?

ASHBERRY

I have to see!

ASHBERRY shakes himself free and heads through the gates, into the Necropolis. EIGERMAN turns to the others, lights a cigar.

EIGERMAN

Pettine!

PETTINE

Chief?

EIGERMAN

We're moving in.

PETTINE

(locks and loads his machine gun)

Yes, sir!

(turns - addresses the POSSE)

We're movin' in!

Car engines are revved. Headlights are turned on, piercing the smoke.

215. EXT. NECROPOLIS. NIGHT.

215.

As he wanders through the burning yard, ASHBERRY sees:

... the lids of tombs being thrown off, NIGHTBREED emerging, ready to fight ...

... mausoleum doors fling open, SPIRITS soar out ...

ASHBERRY falls to his knees, awe on his face rather than fear, and prays ...

ASHBERRY

The wonders ... dear Lord ...
forgive me for doubting you ...

216. SCENE DELETED.

216.

217. EXT. OUTSIDE THE NECROPOLIS. NIGHT.

217.

DECKER watches impassively. JOYCE sees the MONSTERS, heads towards the action.

JOYCE

My God ... my God, look at them ...

THE MASK (V.O.)

(when JOYCE is out of earshot)
Don't deny me, Philip.

DECKER

Soon. I promise.

DECKER hears shouts to his flank, steps back, out of sight and sees LORI and RACHEL emerge from a hiding place, LORI trying to restrain RACHEL from going in.

RACHEL

Babette!

LORI

Rachel, no!

RACHEL breaks away and runs towards the Necropolis. LORI is alone.

THE MASK (V.O.)

Now, perfect, finish her. She's the only one who knows about us.

DECKER

What about Boone?

THE MASK (V.O.)

Boone's a monster. They all die tonight.

DECKER

(smiles)

All right.

THE MASK

Quickly, Philip, we'll lose her.

The briefcase is opened. The light of distant fires flicker on the THE MASK.

218. SCENE DELETED.

218.

218A. INT. BELOW MIDIAN.

218A.

BOONE and NARCISSÉ hurry the column of NIGHTBREED CHILDREN up through a hidden exit ...

219. EXT. NECROPOLIS. NIGHT.

219.

Led by EIGERMAN in his truck, the POSSE crashes through the gates. ASHBERRY's flung aside, thrown to the dirt. From his P.O.V. we see the massacre begin. Cars race along the walkways, knocking BREED down as they go.

Eigerman's car mows down three VICTIMS before PELOQUIN appears, throws himself onto the hood and smashes through the windshield. The car careens through a number of gravestones; crosses, urns and madonnas are flung aside.

EIGERMAN pulls himself out, bloodied but unhurt. PELOQUIN is pinned between the car and a tomb. Petrol pools around the car. Grinning, EIGERMAN tosses his lit cigar into the pool. Screaming, PELOQUIN is consumed by fire.

A CREATURE ("Strides") chases down a running MOB MEMBER, spreads its wings, crushes the man under its paw then flies up and away ...

Entering the Necropolis, JOYCE ducks as the CREATURE passes over head, screams and howls drifting on the wind towards him. He spots EIGERMAN and GIBBS, smoke-stained, grinning.

EIGERMAN

Break out the grenades and flame-throwers. Blow them up, burn 'em out!

GIBBS

Yes, sir!

220. EXT. NECROPOLIS. NIGHT.

220.

The NIGHTBREED CHILDREN huddle in a corral-like structure, in a hidden corner of the Necropolis, as the ADULTS move off towards the fight.

221. EXT. NECROPOLIS. NIGHT.

221.

LORI watches the battle. She hears a sound behind her and turns: DECKER, in the Mask, lunges from the darkness. She does not react in time to avoid a slash to her arm, but dodges the next blow and races into the reeds towards the Necropolis, with DECKER on her heels.

222. INT. BELOW MIDIAN.

222.

Gravely wounded, moving through the suffering and slaughter, LYLESBURG lifts a large key on a chain out from under his cloak. He turns a corner and we hear the Berserkers roaring in the next room.

A MAN in a MASK steps into the corridor in front of LYLESBURG, points the nozzle of a flame-thrower at him and fires a column of flame at him. Lylesburg's cloaks ignite, he screams.

223. EXT. NECROPOLIS. NIGHT.

223.

Crawling away from the pitched battle, ASHBERRY hears soft sobs, children crying. He rises up and looks down at the hidden group of CHILDREN. Suddenly, behind him, PETTINE steps into view.

PETTINE

Well look what we got here, boys: a fuckin' freak-show nursery school.

PETTINE and other MOB MEMBERS climb over the wall and wade in. ASHBERRY sees them raising their rifle butts, clubbing the keening, defenseless INFANTS to death. ASHBERRY runs towards them in horror.

ASHBERRY

NO!

ASHBERRY's clubbed down himself for his troubles. He crawls away, nursing his wound.

224. EXT. NECROPOLIS. CORRAL. NIGHT.

224.

PETTINE and his CREW, covered with blood and charged with bloodlust, continue their slaughter. PETTINE raises his rifle again. It's lifted off the ground and him with it; BOONE is standing behind him on the wall, half-transformed. He roars, snaps PETTINE's neck like a twig and tosses him aside. The other MOB MEMBERS scatter in terror. One gets picked off and sliced up by NARCISSE.

225. EXT. NECROPOLIS GATES. NIGHT.

225.

EIGERMAN moves through the grounds, firing a sawed-off shotgun point-blank into the heads of wounded NIGHTBREED. ASHBERRY emerges from the shadows and grabs him.

Continued:

225. CONTINUED (1)

225.

ASHBERRY

Please, you've got to stop ...

EIGERMAN

Go sing a hymn, limp dick ...

ASHBERRY

(takes out a pistol - points it)
There's children down there, you're
killing children!

EIGERMAN

Go ahead, you fuckin' pouffter.
I'm not one a' your altar-boys who
bends over at the sign of the
cross, you eunuch!(pause - contemptuously)
You haven't got the balls to pull
the trigger.EIGERMAN snatches the gun away and pistol whips him
to the ground. EIGERMAN draws a bead on ASHBERRY's
forehead.

EIGERMAN (Cont)

Lemme show you how it's done ...

Nearby, JOYCE sees them, draws his weapon, ready to
fire at EIGERMAN when a SHADOW passes over him. He
ducks, his expression changing from horror to
wonder.

ASHBERRY

(eyes closed - hands
clasped fervently)Father, I am heartily sorry for
having offended thee ...

EIGERMAN

Sorry, Padre. Nobody's listening

...

(prepares to shoot)

BOONE (V.O.)

I hear you.

EIGERMAN turns, looks and fires as BOONE leaps at
him. The shot blows a hole in the middle of
BOONE's palm. He roars, effortlessly picks
EIGERMAN up and body slams him against the wall of
Midian.

BOONE (Cont)

(to ASHBERRY)

Get up!

Continued:

225. CONTINUED (2)

225.

ASHBERRY

Don't kill me!

BOONE

Run, go on! We don't like priests
here.ASHBERRY pulls at his collar, tears it off, clings
to BOONE.

ASHBERRY

No, no, take me, I have to see.

BOONE gets a sense of his commitment. He heads
off, ASHBERRY follows. And, at a distance, so does
JOYCE.226. EXT. NECROPOLIS. NIGHT.

226.

BOONE races through the walkways, ASHBERRY
following. There is pitched hand-to-hand battle on
every side. NIGHTBREED are prevailing in some: in
others the MOB repeats scenes from the history we
witnessed earlier; BREED being beaten or burned to
death, impaled by stakes. BOONE assists some along
the way, pulling off their ASSAILANTS.227. EXT. NECROPOLIS GATES. NIGHT.

227.

LORI enters the Necropolis, running through the
smoke. DECKER follows.

LORI

Boone! Boone!

228. EXT/INT. MAUSOLEUM STAIRS TO MIDIAN. NIGHT.

228.

BOONE and ASHBERRY enter the large central
mausoleum and head down the stairs.BOONE and ASHBERRY reach the bottom of the stairs,
BOONE flings open the door, revealing the dying,
but still magnificent, underground world.

ASHBERRY

(in awe)

God! God, look at it!

They start down a corridor, ASHBERRY lagging
behind.

228A. EXT. NECROPOLIS/INT. MAUSOLEUM. NIGHT.

228A.

As JOYCE hangs back, a number of MOB MEMBERS advance into the central mausoleum. JOYCE stops when he hears a rumbling sound from underneath.

Suddenly, a FLYING SPINE bursts out of the top of the tomb, rearing up hideously in front of the MOB. It dives away, escaping towards the gate. COPS dive for cover as it soars between police cars.

229. INT. MIDIAN. CORRIDOR.

229.

ASHBERRY struggles to keep BOONE in sight ahead of him in the dark corridor. ASHBERRY turns a corner, encounters the MAN IN THE MASK, with the flame thrower, they both hear something massive whizzing through the air towards them and look up to see ...

... a huge MANTA RAY winging down the corridor towards them. It opens its mouth, showing rows of nasty teeth, and divides into three sections. Then, just as its mouth enlarges and it seems ready to engulf ASHBERRY, he dives to the ground and the MANTA rips into the MAN IN THE MASK's head, with a hideous crunch of metal and flesh.

The MANTA reassembles and flies off. The MAN IN THE MASK, or what's left of him, stumbles away, screaming.

Alone, ASHBERRY presses on. From deep below Midian, he hears the sounds from Baphomet's chamber.

230. SCENE DELETED.

230.

231. INT. MIDIAN. NEAR BERSERKERS' CHAMBER.

231.

BOONE comes upon the charred, dying LYLESBURG, laid out on the ground. BOONE kneels beside him. LYLESBURG lifts the key he was holding, puts it in BOONE's hand.

LYLESBURG
(weakly)

Release them ...

BOONE nods. LYLESBURG's eyes glaze over. The six slits in his cheeks open, revealing six more eyes, all staring lifelessly at BOONE. From nearby, the Berserkers roar. BOONE looks towards their chamber, grasps the key and rises.

232. INT. BERSERKERS' CHAMBER.

232.

BOONE enters. The BEASTS snort and stomp but stay back from the door. BOONE puts the key in the big lock and turns; five doors swing open. There is a rush of filthy wind from within. Then the BERSERKERS come; five dark, terrifying forms rush out. One takes hold of BOONE. Momentarily he stares into bright red, mindless eyes. Then they're gone. BOONE heaves a sigh of relief.

233. EXT. NECROPOLIS. NIGHT.

233.

DECKER tracks LORI through the tombs. She turns a corner and hears ...

NARCISSE

This way!

She races towards NARCISSE, with DECKER closing. NARCISSE leads her down between two mausoleums, pushing her ahead of him then turning to confront DECKER, armed with his razor thumbs. LORI watches, as DECKER pulls a massive machete from his jacket, slices off NARCISSE's fingers. Then lops off his head.

LORI

No!

The headless body sinks to the ground, crumbling to dust. LORI turns and runs.

234. SCENE DELETED.

234.

235. SCENE DELETED.

235.

236. EXT. NECROPOLIS. NIGHT.

236.

TOMMY, leading a number of others advance in a line, guns levelled at a crowd of wounded BREED, backing them up against one of the walls. One of the CREATURES attempts to jump the wall; TOMMY guns it down. He signals to open fire on the rest when

...

... the ground behind the SHOOTERS erupts ... and the BERSERKERS appear, demons rising up from the earth.

The shooters turn and the BERSERKERS attacks, the hail of bullets having no effect on them whatsoever. We see TOMMY get shredded.

237. EXT. NECROPOLIS. NEAR THE GATES. NIGHT.

Witnessing the BERSERKER's charge is JOYCE, who watches surviving members of the MOB retreat through the gates. The BERSERKERS give chase, tossing over police cars like children's toys as they give chase.

237A. EXT. NECROPOLIS. NIGHT.

Outside the gates, GIBBS helps a buxom young BIMBO pull the trigger, blowing away a wounded, defenseless CREATURE. The blood-letting gets the BIMBO hot, she pulls GIBBS into an adjacent car and starts to tug at his zipper.

237B. INT/EXT. CAR. NIGHT.

The BIMBO is about to go down on the ecstatic GIBBS when suddenly the roof buckles in towards them.

A BERSERKER is leaping up and down on the roof. He rips the roof open with can opener ease, peels back the metal.

The BIMBO screams as the BERSERKER reaches down, grabs GIBBS by the head and lifts him out of the car.

As GIBBS is crunched by the BERSERKER, the BIMBO, considerably cooled down, flees the car, screaming into the night.

238. INT. MAUSOLEUM. NIGHT.

The DOG-FACED-MAN lies dead at the door and beside him, BABETTE, her face subtly bestial. JOYCE hears BABETTE weeping; her cries hit him hard. He goes to her, gathers her up gently in his arms. BABETTE clings to him; he sees her arms are partially transformed into claws, but he keeps holding her.

BOONE emerges from the depths, into the wrecked mausoleum.

BABETTE

Boone ...

(he goes to them)

Lori.. She's hurt.

BOONE

Where?

BABETTE points outside.

239. EXT. NECROPOLIS. NIGHT.

239.

LORI runs, DECKER follows, his steps steady, relentless and gaining. LORI takes another stride and the ground gives way beneath her. She slides down into the earth.

240. EXT. NECROPOLIS. NIGHT.

240.

BOONE is tracking them, JOYCE following, carrying BABETTE, who has a vision.

BABETTE

Falling!

241. INT. BELOW MIDIAN.

241.

LORI falls and rolls down a tube towards Baphomet's chamber.

242. EXT. NECROPOLIS. NIGHT.

242.

BOONE, JOYCE and BABETTE approach the hole where LORI fell.

BABETTE

Let me down. I can't go any further.

BOONE

Why not?

BABETTE

(looking down into the hole)
Baphomet.

BOONE

(to JOYCE)

Take her. Run.

JOYCE nods and moves off with her into the smoke. As she disappears, DECKER steps forward from the smoke and flings something at BOONE. He catches it. NARCISSE's head. Grief crosses BOONE's face.

DECKER

(a confident new discovery)

You can die.

Then DECKER strikes out at him, slashing his face. BOONE falls backwards. At the last moment he catches hold of DECKER, pulling him down into the hole and together they tumble into the earth.

243. INT. OUTSIDE BAPHOMET'S CHAMBER.

243.

LORI hits the ground and lies unconscious, at the head of the slope leading down to Baphomet's chamber.

244. INT. MIDIAN.

244.

BOONE and DECKER tumble down the same route LORI followed, land heavily and immediately get to their feet. They engage in intense, furious hand-to-hand combat, DECKER wielding his machete. BOONE reaches to snatch the mask from DECKER's face, but is wounded in the neck, DECKER clearly trying to cut off his head. BOONE falls backwards.

DECKER

Monster! Die, monster!
(he sees LORI on the ground)
You're shit! You and all your kind. Shit! Exterminate you all!

He goes for LORI's body with the machete. Before the blade can touch her, BOONE howls, DECKER turns and sees BOONE's hand reaching for him ... BOONE is transforming, already only half-human.

He rips DECKER away from LORI, who is starting to stir. BOONE pulls the Mask up close to him, face to face, so DECKER can see him becoming Nightbreed.

BOONE

Look! Look at me! You want to see a real monster?

As he does so, DECKER drives his knife into BOONE's chest. BOONE pulls out the knife, throws it aside. He tears off Decker's mask and holds it up to DECKER's face.

BOONE (Cont)

(unfazed)

Take a good look! That's the face of hell! That's where you're going!

With a roar, he rips out DECKER's throat. Blood spurts. BOONE keeps tearing. DECKER dies with a strangled scream.

Then, from the Baptiser's chamber.

BAPHOMET (V.O.)

Boone!

Continued:

244. CONTINUED (1)

244.

BOONE drops DECKER's body and turns toward the entrance to the Chamber. LORI's eyes open, she sees him start down the slope.

LORI

Boone, don't ...

BOONE

I unmade Midian. I'm responsible.

He disappears through the door.

LORI

Boone!

245. SCENE DELETED.

245.

246. INT. BAPHOMET'S CHAMBER.

246.

Blinding light. As BOONE descends into the chamber, he sees eight NIGHTBREED, surviving members of a Senior council, RACHEL among them, standing around BAPHOMET. They are wrapping the severed limbs of BAPHOMET, preparing to include him in the exodus. His head and shoulders remain suspended in the light. BAPHOMET's lips move, making a terrible, eloquent sound that is somehow beyond speech. RACHEL translates, the deep voice we hear coming from her lips.

RACHEL/BAPHOMET

Come closer ...

BOONE obeys. BAPHOMET's remaining arm reaches down and holds BOONE, as BAPHOMET's face stares down at him.

RACHEL/BAPHOMET (Cont)

... You have destroyed our refuge

...

BOONE

I never meant ...

BAPHOMET silences him. BOONE trembles but maintains eye contact.

RACHEL/BAPHOMET

This was foretold. No refuge is forever. But you are charged ...

BOONE

Yes ...

Continued:

246. CONTINUED (1)

246.

RACHEL/BAPHOMET

... You must rebuild what you've
destroyed.

BOONE

Where?

RACHEL/BAPHOMET

That you must find yourself. In
the world above.

BOONE

I don't ... I don't know how ...

RACHEL/BAPHOMET

You shall not be alone.
You will find me there and heal me.
(holds him close)
You are not Boone ...

And now the words emerge from BAPHOMET himself,
shaking the chamber.

BAPHOMET

... you are Cabal!

BOONE/CABAL is released. BAPHOMET is consumed in
light. The Council move towards him to finish
their task.

LORI (O.S.)

Boone?

BOONE/CABAL turns; LORI stands at the bottom of the
slope, offering a hand. He takes it, they start up
the slope.

Cowering in a niche inside the chamber, out of
sight, watching in wonder is ASHBERRY. Transfixed
by BAPHOMET, he crosses himself.

BOONE/CABAL glances back. The Council receive
pieces of BAPHOMET from the light wrapping his
smoking fragments in shrouds. The light builds to
its brightest level. Pieces of ceiling begin to
fall.

247. INT. BELOW MIDIAN.

247.

BOONE/CABAL and LORI race up towards the surface,
as MIDIAN continues to collapse around them.

248. INT. BAPHOMET'S CHAMBER.

248.

The Council brings down BAPHOMET's head. ASHBERRY is on his knees, tears pouring down his face. BAPHOMET's eye catches sight of him. A beam of hot light shoots from BAPHOMET's eye and strikes ASHBERRY in the face. He screams.

The light caroms around the room, building in intensity, building to an explosion.

249. EXT. NECROPOLIS. NIGHT.

249.

BOONE/CABAL and LORI reach the surface and race through the ruined Necropolis, flames all around them. And then, behind them ...

250. EXT. NECROPOLIS. NIGHT.

250.

... The center of Midian explodes.

251. EXT. OUTSIDE THE GATES. NIGHT.

251.

BOONE/CABAL and LORI find JOYCE, holding BABETTE, protecting her, near the gates. They all turn and watch as the Necropolis is consumed by the final explosions.

Suddenly smoke solidifies in front of them. JOYCE steps back from the solidifying form of RACHEL, who pulls her veils around her and holds out her arms.

RACHEL
Give me my child ...

JOYCE looks at LORI, BOONE/CABAL, at BABETTE and RACHEL. He tenderly hands the child over. RACHEL holds BABETTE and they both disappear into the darkness.

JOYCE
(to BOONE/CABAL)
... I never understood ... nobody
ever told me ...

He steps away from them and the night engulfs him.

DISSOLVE TO:

252. EXT. NECROPOLIS. NIGHT.

252.

The fire dies down in the Necropolis.

DISSOLVE TO:

253. EXT. NECROPOLIS GATES. NIGHT.

253.

We TRACK among the wounded, devastated MOB MEMBERS until we find ASHBERRY, blind, his face horribly scarred, crawling out of the gates.

ASHBERRY

... I saw Him ... I saw God ... I heard God talk ...

His hands find someone's boot. A hand reaches down, takes ASHBERRY's hand and EIGERMAN kneels down beside him. He looks sick and dangerous.

EIGERMAN

Where? ... where is he?

ASHBERRY

It was God. He bonded with me. I can smell Him ... he's out there, I can smell Him still ...

EIGERMAN

And you can find him, can't you Padre?

ASHBERRY

Oh yes. I can find Him. He's waiting for me.

EIGERMAN

You'll lead us to him. I'll be your eyes.

ASHBERRY

Yes ...

EIGERMAN

And when we find him ... there'll be such a day.

ASHBERRY

And night ... and night ...

The scene FADES. We MOVE IN, leaving only the echo of Ashberry's one visible eye until it becomes ...

254. EXT. THE MOON. NIGHT.

254.

The moon is full.

255. EXT. NEAR MIDIAN. NIGHT.

255.

In the distance, the burning ruins of Midian. The

Continued:

255. CONTINUED (1)

255.

wind sighs in the moonlit reeds. CABAL and LORI reach the top of the hill, turn and look down, standing apart.

CABAL

I'll have to start tonight.

LORI

I'll go with you, Boone.

CABAL

I'm not Boone, Lori. Do you understand? I belong to the Breed now.

LORI

Then make me belong too; they made you one of them, you can do it to me ...

CABAL

I can't ...

LORI

I want to be with you.

CABAL

I'll come back for you when I'm finished ...

LORI

And when's that gonna be, when I'm ninety and you're still the way you are? I went through hell to find you and you just, just walk away from me?

(pause; brokenhearted)
Well go on, then, just go. Go on!
What more do you want? Leave me some dignity, for Christ's sake!

Pause. She turns away, trying not to show him her pain. CABAL turns to go. LORI turns back, sees him going. She can't bear it, looks around. Sees Decker's briefcase lying beside the police car. Gets an idea. Runs to it, finds a knife.

LORI

Boone!

He turns. She puts the blade to her belly and drives it in, crying out.

CABAL

Lori, NO!

Continued:

255. CONTINUED (2)

255.

She sinks to the ground, in terrible pain, as he reaches her, holds her in his arms.

LORI

I lied, I lied, you're all I want,
I'd rather be dead.

CABAL

Don't die, God, Lori, don't die ...

LORI

Well why don't you do something
about it, God damn it ... remember
what you said ...

(fading)

... quickly ...

He raises her neck to his mouth. Her eyes flicker closed. He bites. A fatal, bloody kiss. He rises from her. Her eyes are closed.

CABAL

... too late? ... Oh God, too late
...

Her eyes open. She's turned.

LORI

You said you'd never leave me.

She grins, presses up to kiss his bloodied mouth.
CAMERA MOVES UP off them to find the moon and we:

DISSOLVE TO:

256. EXT. MOON. NIGHT.

256.

Shining, full. We MOVE DOWN to find a derelict barn, standing alone in a vast field.

DISSOLVE TO:

257. INT. BARN. NIGHT.

257.

We TRACK through the darkness to find RACHEL, BABETTE, KINSKI and a number of other REFUGEES and CHILDREN of Midian, staring out at the night.

BABETTE

... who will come for us?

KINSKI

His name is Cabal. He unmade Midian.

Continued:

257. CONTINUED (1)

257.

BABETTE

How soon?

RACHEL

On the next wind. If not tonight,
then tomorrow.

BABETTE gazes out over the cornfields.

BABETTE

On the next wind ...

DISSOLVE TO:

258. EXT. HILL. NIGHT.

258.

CABAL and LORI, standing on the hill, against a
background of stars.

BABETTE (V.O.)

... if not tonight ... tomorrow ...

DISSOLVE TO:

259. INT. BELOW MIDIAN. NIGHT.

259.

MOVING THROUGH the ruined chambers, illuminated by
dying flickers of flame, we find and TRACK ALONG
the end of the heroic mosaic/mural. It tells, in a
rush of images, the story of the ruin of Midian.CAMERA comes to a stop on the final image: CABAL
and LORI, as we just saw them, on a hill, framed
against the star-filled heavens.

The sound of the wind ...

FADE TO BLACK:

T H E E N D

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